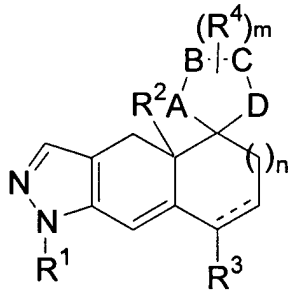
Amendments to the Claims:

This listing of claims replaces all prior versions, and listings, of claims in the application:

Listing of Claims:

1 to 7. (canceled)

8. (currently amended) A pharmaceutical composition comprising a compound of Formula I



I

Wherein
m is 0, 1, 2 or 3;
n is 0 or 1;

–A–B–C–D– is selected from the group consisting of:

(1) $-CH_2-CH_2-CH_2-O-$,
(2) $-CH_2-CH_2-C(O)-O-$,
(3) $-CH=CH-C(O)-O-$,
(4) $-O-CH_2-CH_2-CH_2-$,
(5) $-O-C(O)-CH_2-CH_2-$,
(6) $-HC=CH-CH_2-O-$,
(7) $-CH_2-HC=CH-O-$,
(8) $-CH_2-CH_2-C(O)-NH-$,
(9) $-CH_2-NH-CH_2-CH_2-$,

(10) $-CH_2-NH-C(O)-O-$,

(11) $-NH-C(O)-NH-C(O)-$,

(12) $-C(O)-NH-C(O)-NH-$,

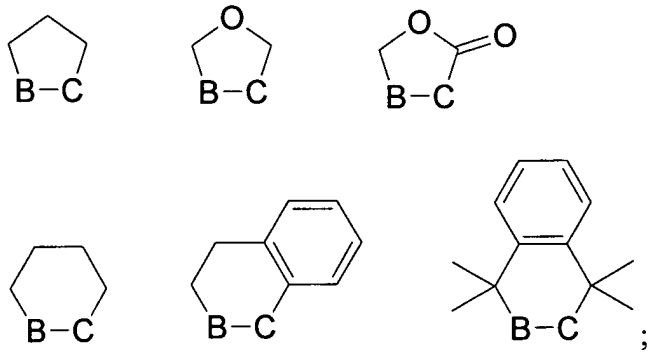
(13) $-NH-C(O)-NH-CH_2-$,

(14) $-NH-C(O)-NH-C(=S)-$,

(15) $-O-CH_2-CH_2-O-$ and

(16) $-S-CH_2-CH_2-S-$;

provided that when the atoms at positions B and C of –A–B–C–D– are both carbon atoms, said atoms may be joined together to form a ring selected from



;

R^1 is phenyl or pyridyl said phenyl or pyridyl optionally mono or di- substituted with a substituent independently selected from the group consisting of:

(a) halo,

(b) OCH_3,

~~(d)~~(c) CH_3, and

~~(e)~~ (d) CN;

R^2 and R^3 are each individually hydrogen or methyl; and

each R^4 is independently selected from the group consisting of

(1) -OH,

(2) -C_{1-6}alkyl optionally substituted with 1, 2 or 3 substituents selected independently from hydroxy, oxo, -COOH, amino, methylamino, di-methylamino, =S, and halo,

(3) C_{2-6}alkenyl optionally substituted with 1, 2 or 3 substituents selected independently from hydroxy, halo and –C(O)-O- C_{1-2}alkyl,

(4) C_{2-6}alkynyl optionally substituted with 1, 2 or 3 substituents selected independently from hydroxy and halo,

(5) phenyl optionally substituted with 1, 2 or 3 substituents selected independently from hydroxy, C_{1-2}alkyl, -COOH, -C(O)-O-CH_3 and halo,

(6) -C_{1-2}alkyl-phenyl optionally substituted with 1, 2 or 3 substituents independently selected from hydroxy, C_{1-2}alkyl and halo,

(7) –CO_2H,

(8) –CO_2C_{1-3}alkyl,

(9) –OC_{1-3}alkyl,

(10) -SO_2-C_{1-3}alkyl,

(11) -SO_2-phenyl optionally substituted with 1, 2 or 3 substituents independently selected from hydroxy, C_{1-2} alkyl and halo

(12) -C_{1-2}alkyl-O-C_{1-2}alkyl,

(13) –C_{1-2}alkyl-O-C_{2-4}alkenyl,

(14) -C_{1-2}alkyl-O-phenyl optionally substituted with with 1, 2 or 3 substituents independently selected from hydroxy, C_{1-2}alkyl and halo,

(15) -C_{1-2}alkyl-C(O)O-C_{1-2}alkyl,

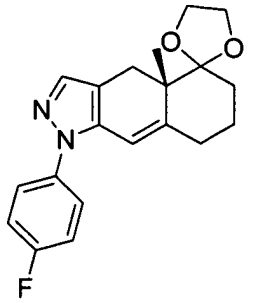
(16) 2-(1,3-dioxan)ethyl,

(17) -C_{1-2}alkyl-C(O)-NH-phenyl and

(18) -C_{1-2}alkyl-C(O)-NHN;

in combination with a pharmaceutically acceptable carrier,

with the proviso that the compound of Formula I is other than



9. (previously amended) The pharmaceutical composition according to claim 8 wherein

Each R^4 is independently selected from the group consisting of

(1) -OH,

(2) -C_{1-6}alkyl optionally substituted with 1, 2 or 3 substituents selected independently from hydroxy, oxo, -COOH, amino, methylamino, di-methylamino, thio, and halo,

(3) C_{2-6}alkenyl optionally substituted with 1, 2 or 3 substituents selected independently from hydroxy, halo and –C(O)-O- C_{1-2}alkyl,

(4) phenyl optionally substituted with 1, 2 or 3 substituents selected independently from hydroxy, C_{1-2}alkyl, -COOH, -C(O)-O-CH_3 and halo,

(5) -C_{1-2}alkyl-phenyl optionally substituted with 1, 2 or 3 substituents independently selected from hydroxy, C_{1-2}alkyl and halo,

(6) -SO_2-C_{1-3}alkyl, and

(7) -C_{1-2}alkyl-OC_{1-2}alkyl.

10. (previously amended) The pharmaceutical composition according to claim 9 wherein

–A–B–C–D– is selected from the group consisting of:

(1) –CH_2–CH_2–CH_2–O–,

(2) –CH=CH– CH_2–O–,

(3) – CH_2-CH=CH–O–,

(4) –O–CH_2–CH_2–CH_2–,

(5) –O–CH_2–CH_2–O–,

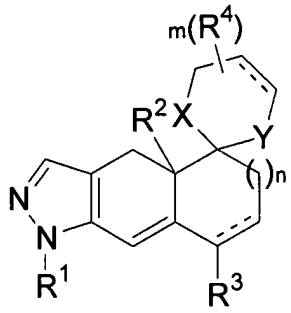
(6) –S–CH_2–CH_2–S–,

(7) –CH2–NH–CH_2–CH_2–, and

(8) –CH_2–NH–C(O)–O–;

R^1 is phenyl optionally mono or di- substituted with halo.

11. (currently amended) A compound of Formula II



II

Wherein

m is 0, 1 or 2;

n is 0 or 1;

X and Y are each independently selected from CH2, S and O;

R^1 is phenyl or pyridyl said phenyl or pyridyl optionally mono or di- substituted with a substituent independently selected from the group consisting of:

(a) halo,

(b) OCH_3,

~~(d)~~(c) CH_3, and

~~(e)~~(d) CN;

R^2 and R^3 are each individually hydrogen or methyl; and

each R^4 is independently selected from the group consisting of

(1) -OH,

(2) -C_{1-6}alkyl optionally substituted with 1, 2 or 3 substituents selected independently from hydroxy, oxo, -COOH, amino, methylamino, di-methylamino, =S, and halo,

(3) C_{2-6}alkenyl optionally substituted with 1, 2 or 3 substituents selected independently from hydroxy, halo and –C(O)-O- C_{1-2}alkyl,

(4) C_{2-6}alkynyl optionally substituted with 1, 2 or 3 substituents selected independently from hydroxy and halo,

(5) phenyl optionally substituted with 1, 2 or 3 substituents selected independently from hydroxy, C_{1-2}alkyl, -COOH, -C(O)-O-CH_3 and halo,

(6) -C_{1-2}alkyl-phenyl optionally substituted with 1, 2 or 3 substituents independently selected from hydroxy, C_{1-2}alkyl and halo,

(7) –CO_2H,

(8) $-CO_2C_{1-3}$alkyl,

(9) $-OC_{1-3}$alkyl,

(10) $-SO_2-C_{1-3}$alkyl,

(11) $-SO_2$-phenyl optionally substituted with 1, 2 or 3 substituents independently selected from hydroxy, C_{1-2} alkyl and halo

(12) $-C_{1-2}$alkyl-O-C_{1-2}alkyl,

(13) $-C_{1-2}$alkyl-O-C_{2-4}alkenyl,

(14) $-C_{1-2}$alkyl-O-phenyl optionally substituted with with 1, 2 or 3 substituents independently selected from hydroxy, C_{1-2}alkyl and halo,

(15) $-C_{1-2}$alkyl-C(O)O-C_{1-2}alkyl,

(16) 2-(1,3-dioxan)ethyl,

(17) $-C_{1-2}$alkyl-C(O)-NH-phenyl and

~~(18) $-C_{1-2}$alkyl-C(O)-NHN;~~

(18) $-C_{1-2}$alkyl-C(O)-NHN.

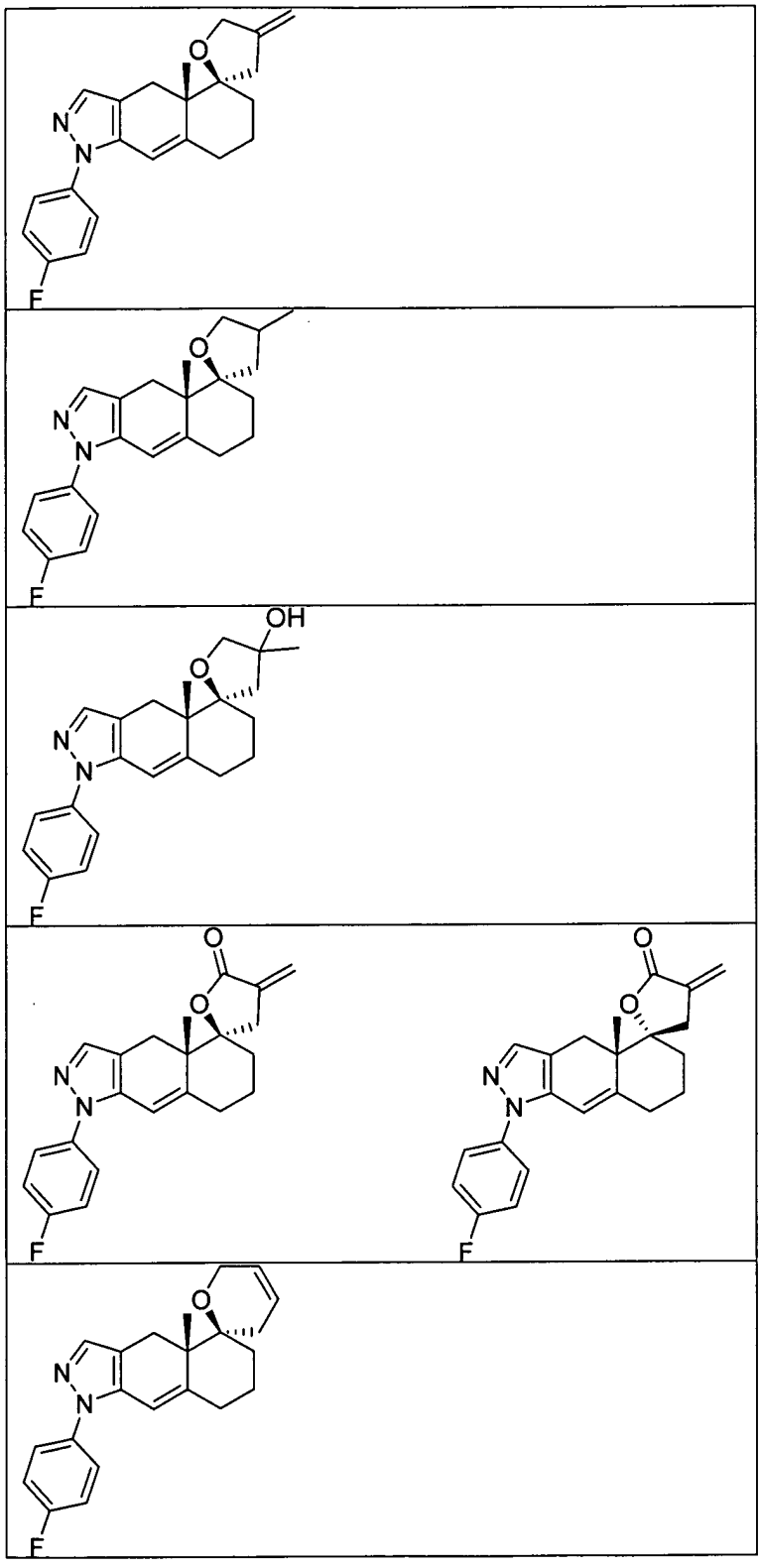
12. (previously amended) A compound according to claim 11 wherein each R^4 is independently selected from the group consisting of $-C_{1-6}$alkyl or hydrogen.

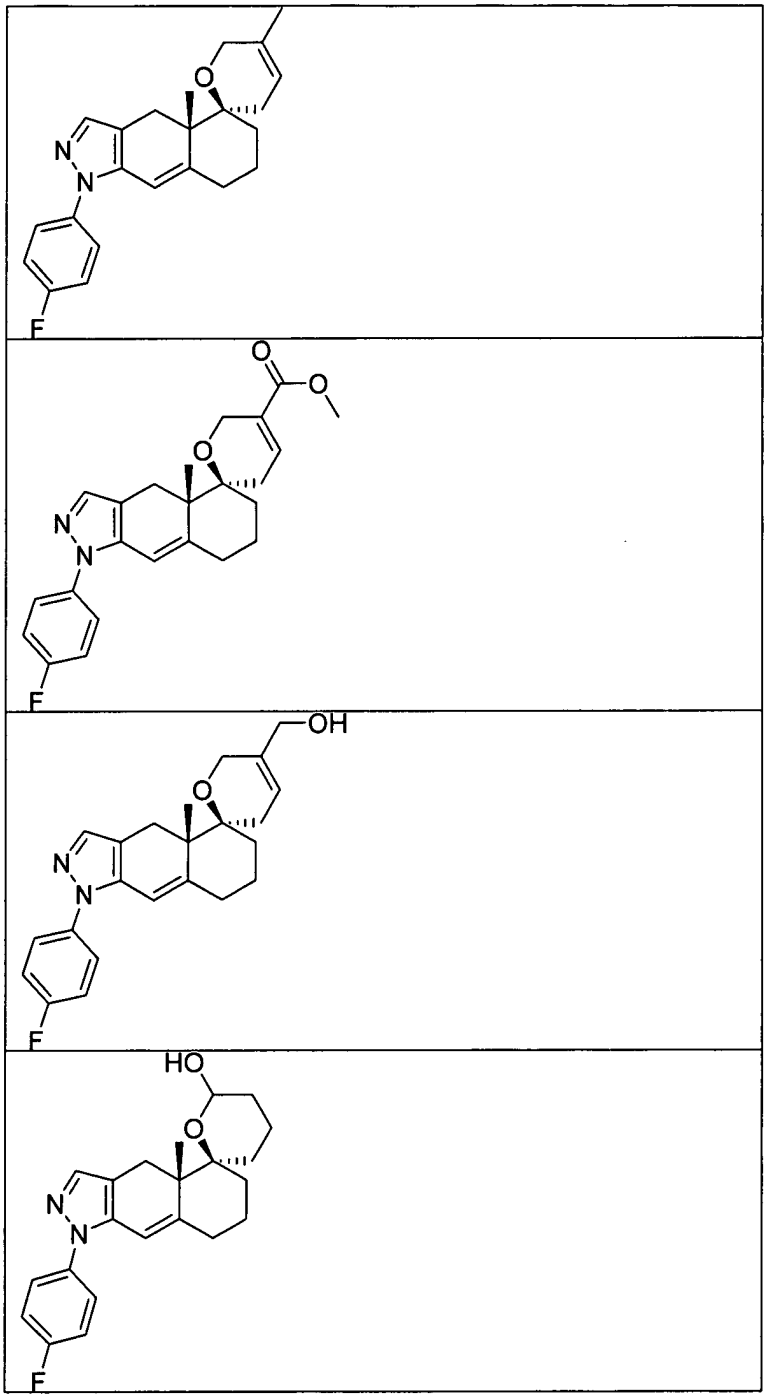
13. (presently amended) A compound according to claim 11 wherein X and Y are both O or are both S or X is O and Y is CH_2; and

R^1 is phenyl optionally mono or di- substituted with halo.

14. (previously amended) A compound selected from one of the following groups:

i)

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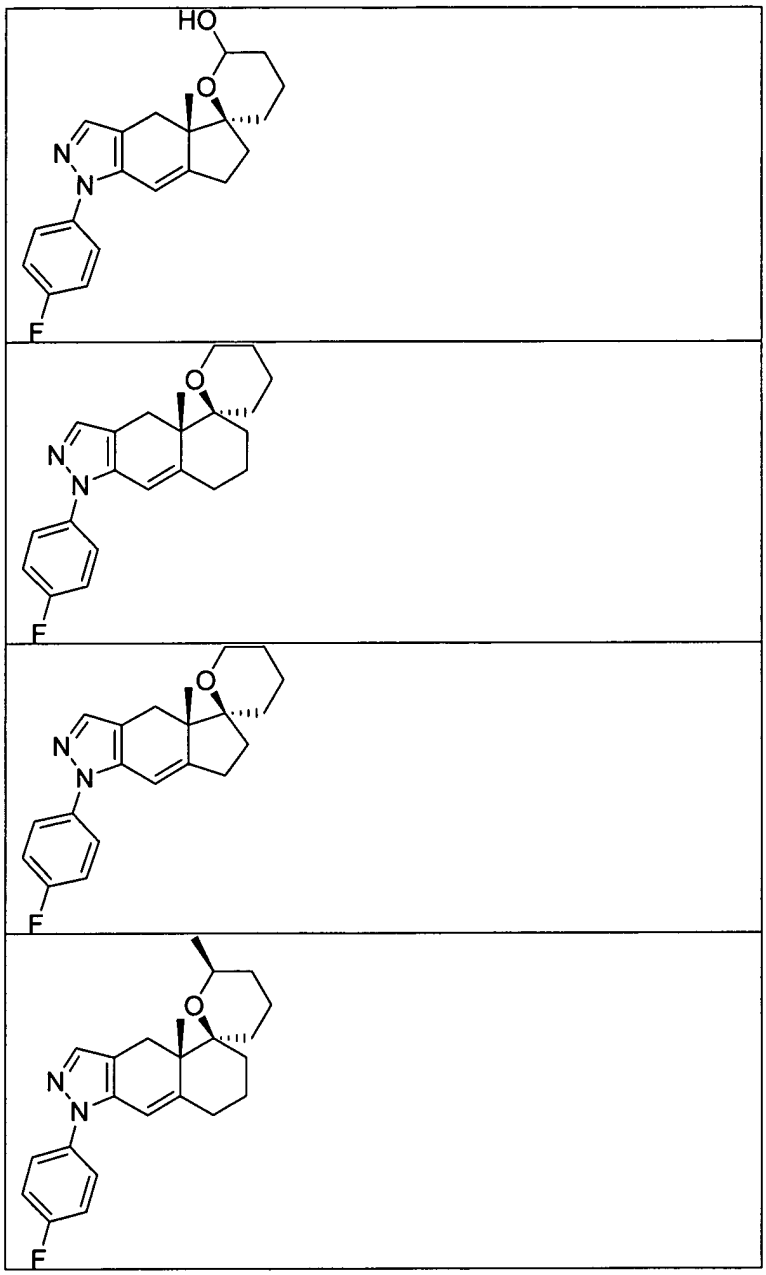
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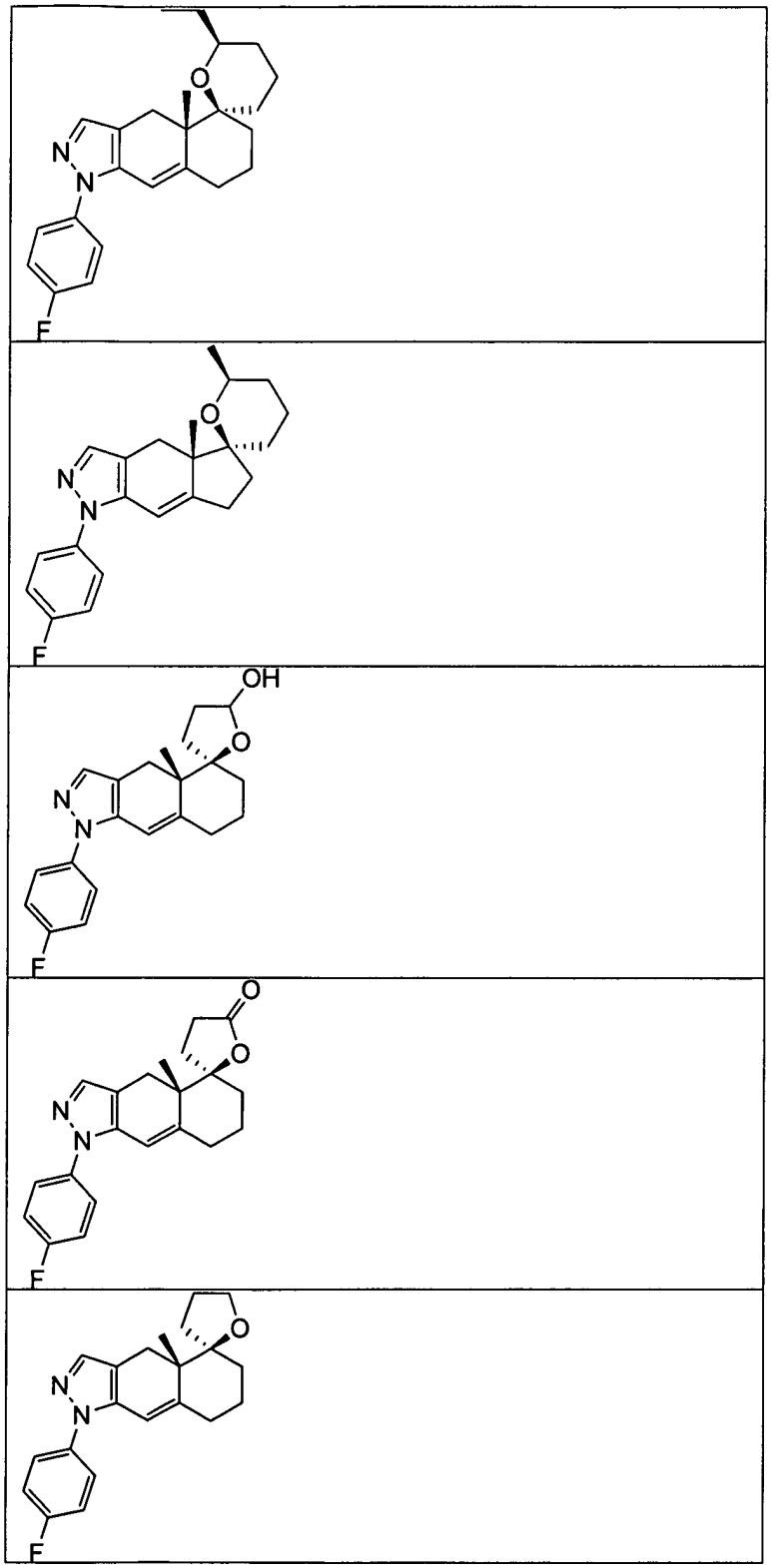

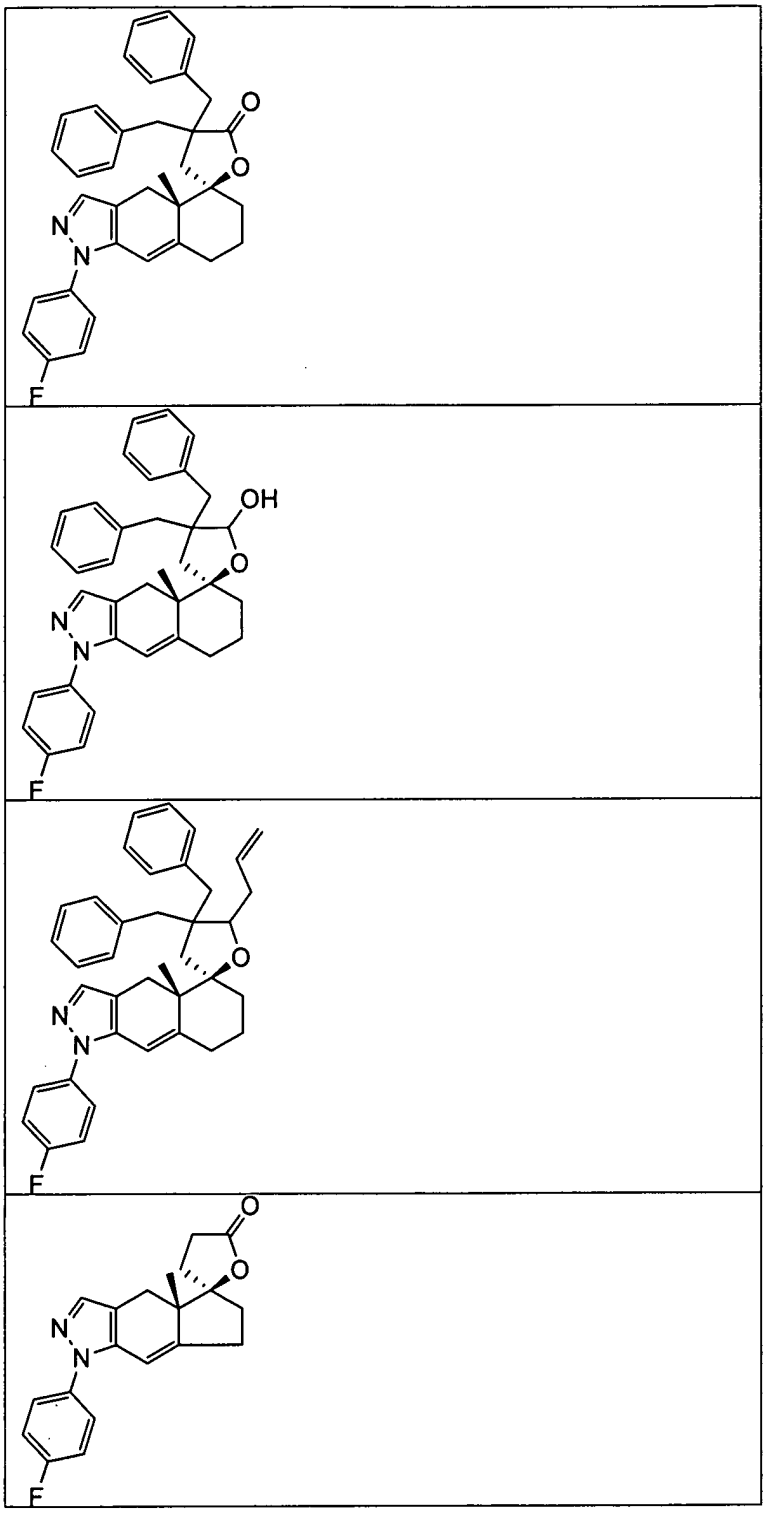
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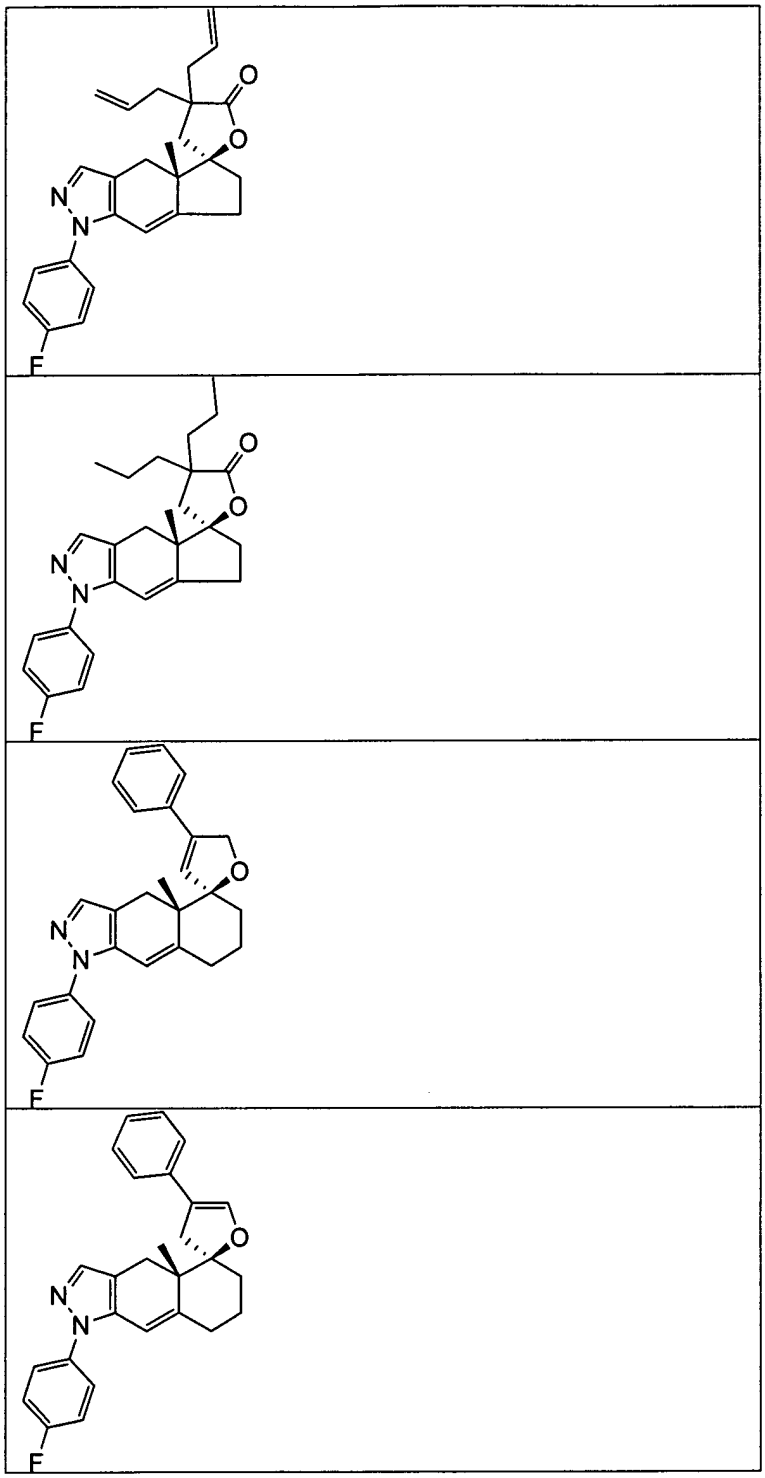
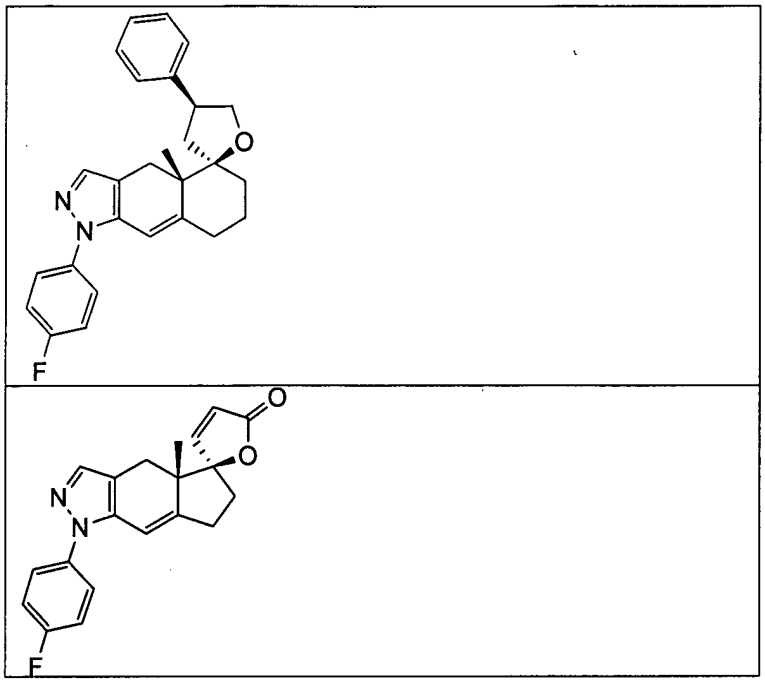
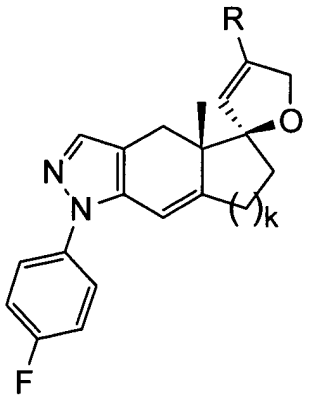


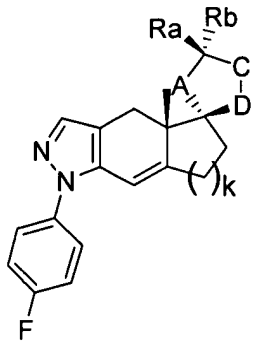


ii)



K	R
1	Vinyl
1	Phenyl
1	4-fluorophenyl
2	Benzyl
2	Vinyl
2	Ethyl

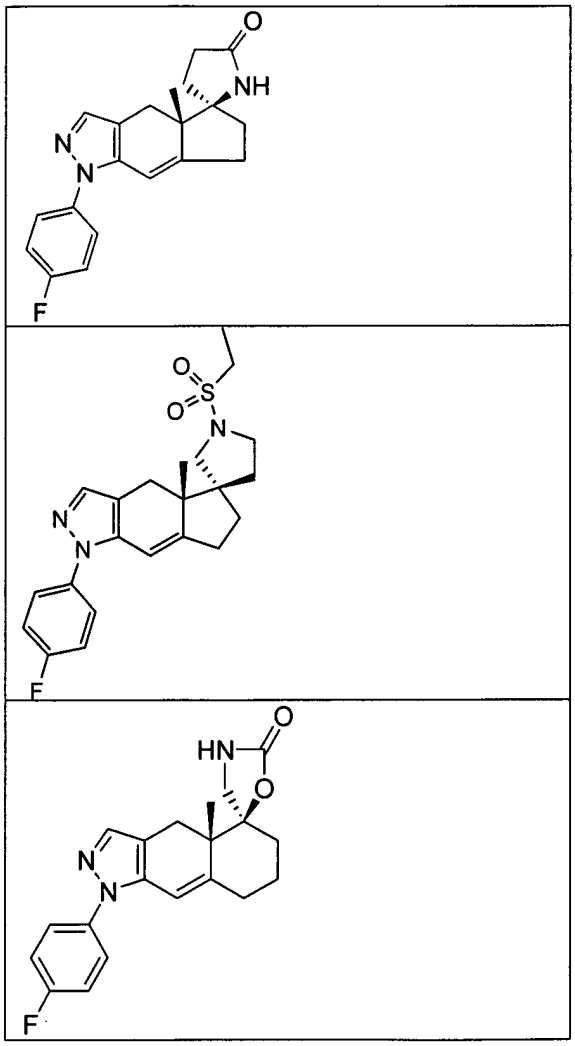
iii)

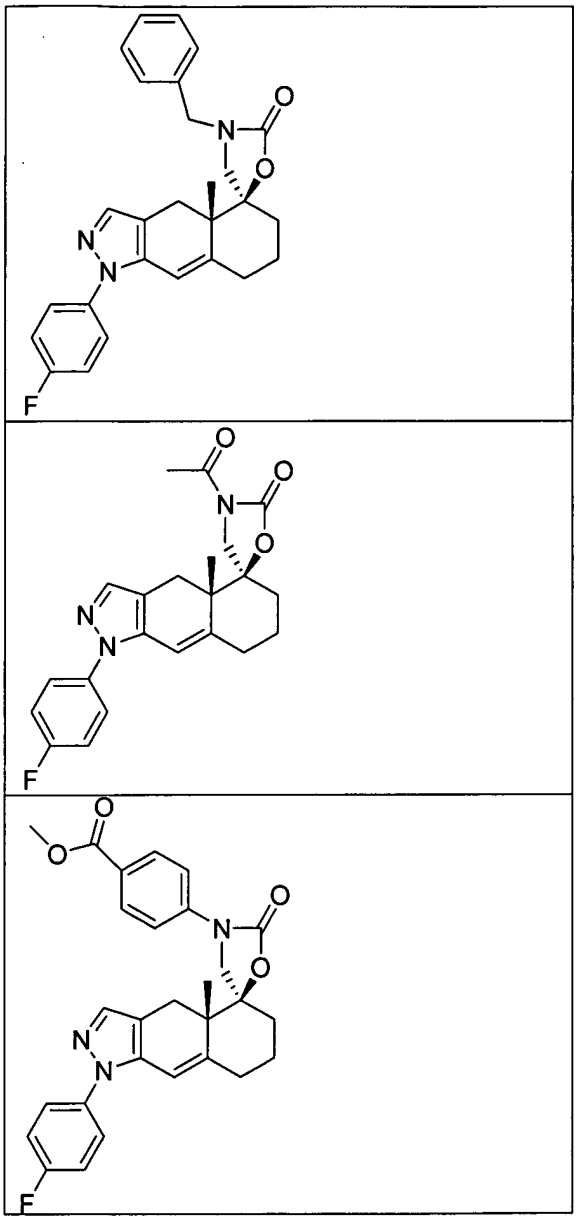


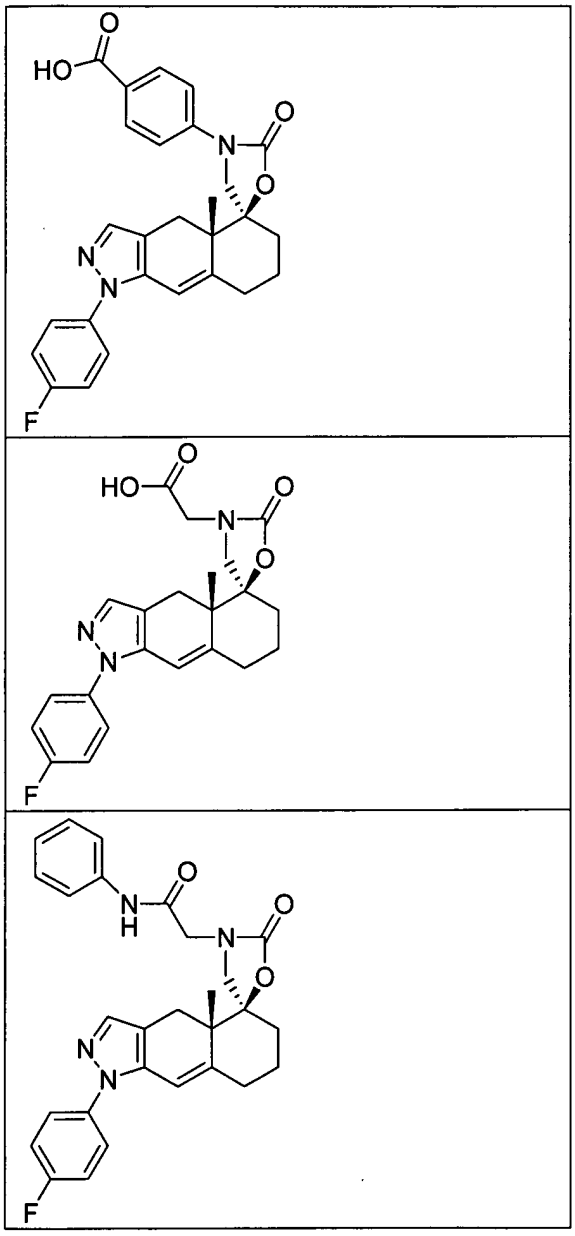
k	D	A	C	Ra	Rb
1	O	CH_2	CH_2	propyl	Propyl
1	O	CH_2	CHOH	propyl	Propyl
1	O	CH_2	CH_2	allyl	Allyl
1	O	CH_2	CHOH	allyl	Allyl
1	O	CH_2	CH_2	methyl	Methyl
1	O	CH_2	CHOH	methyl	Methyl
1	O	CH_2	C(O)	methyl	Methyl
1	O	CH_2	CH_2	H	H
1	O	CH_2	CHOH	H	H
2	CH_2	O	CH_2	ethyl	H
2	CH_2	O	CH_2	H	Ethyl
2	CH_2	O	CH_2	H	Phenyl
2	O	CH_2	CH(allyl)	allyl	Allyl
2	O	CH_2	CH_2	methyl	Methyl
2	O	CH_2	CH_2	benzyl	Benzyl
2	O	CH_2	CH_2	allyl	Allyl
2	O	CH_2	CHOH	methyl	Methyl
2	O	CH_2	CHOH	allyl	Allyl
2	O	CH_2	CH(allyl)	H	H

2	O	CH_2	C(O)	methyl	Methyl
2	O	CH_2	C(O)	allyl	Allyl

iv)



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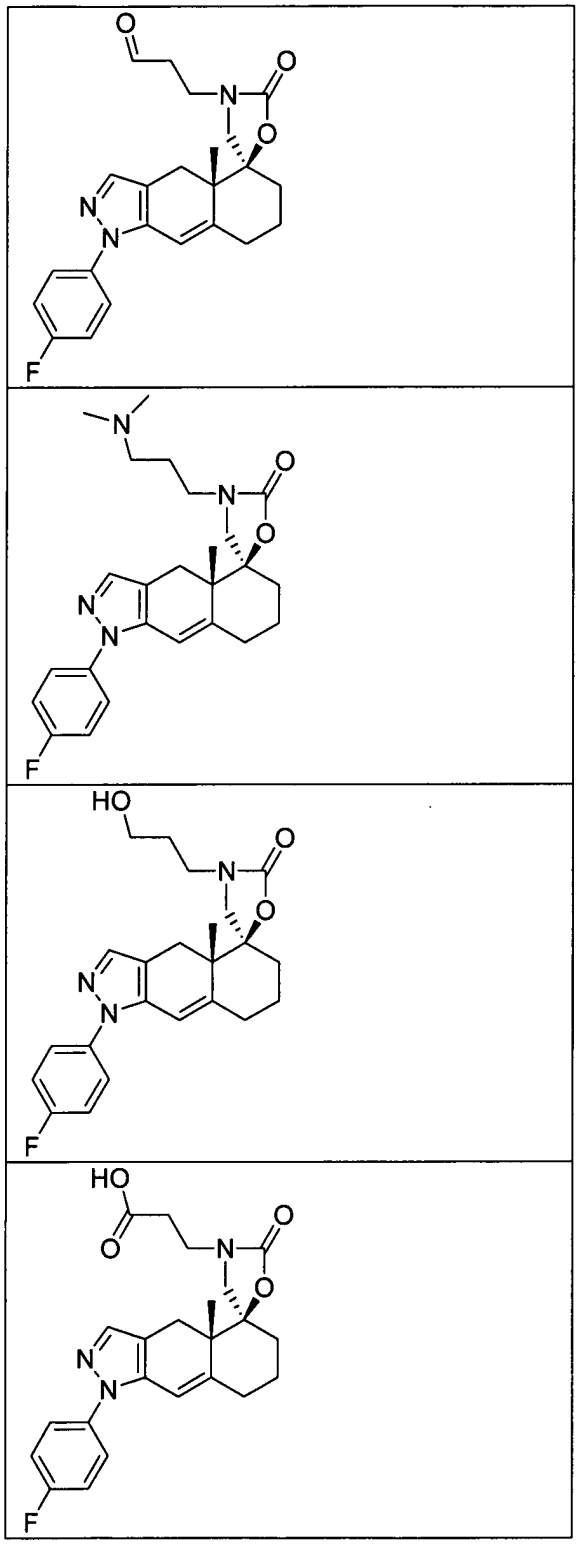
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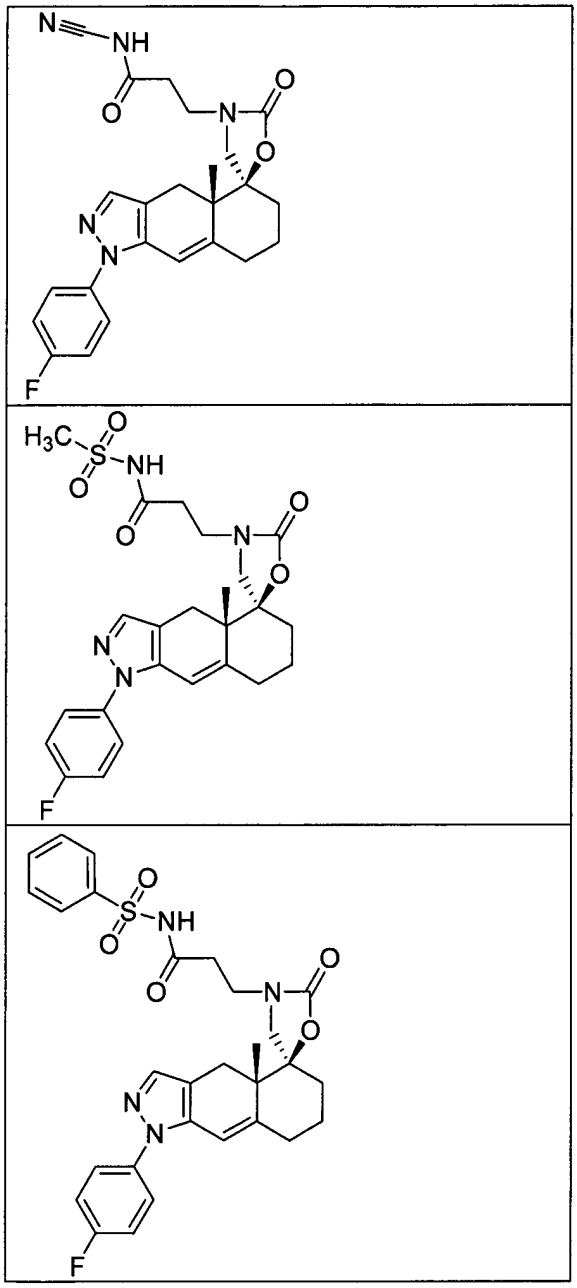

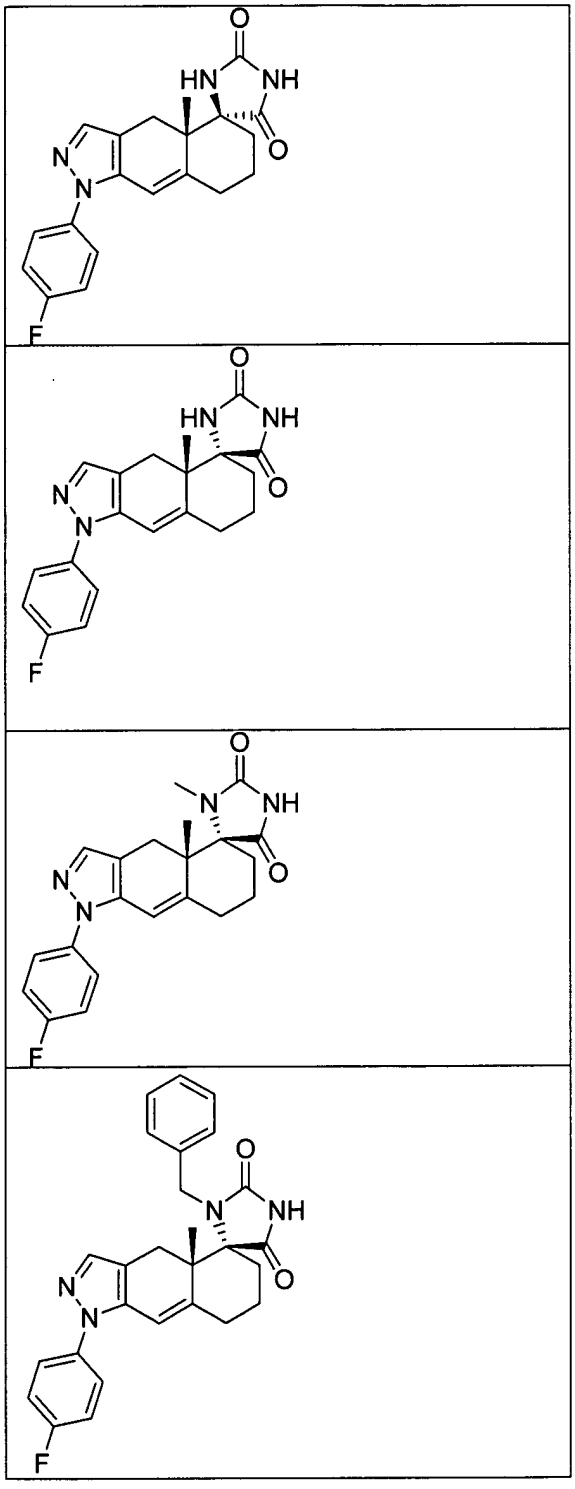
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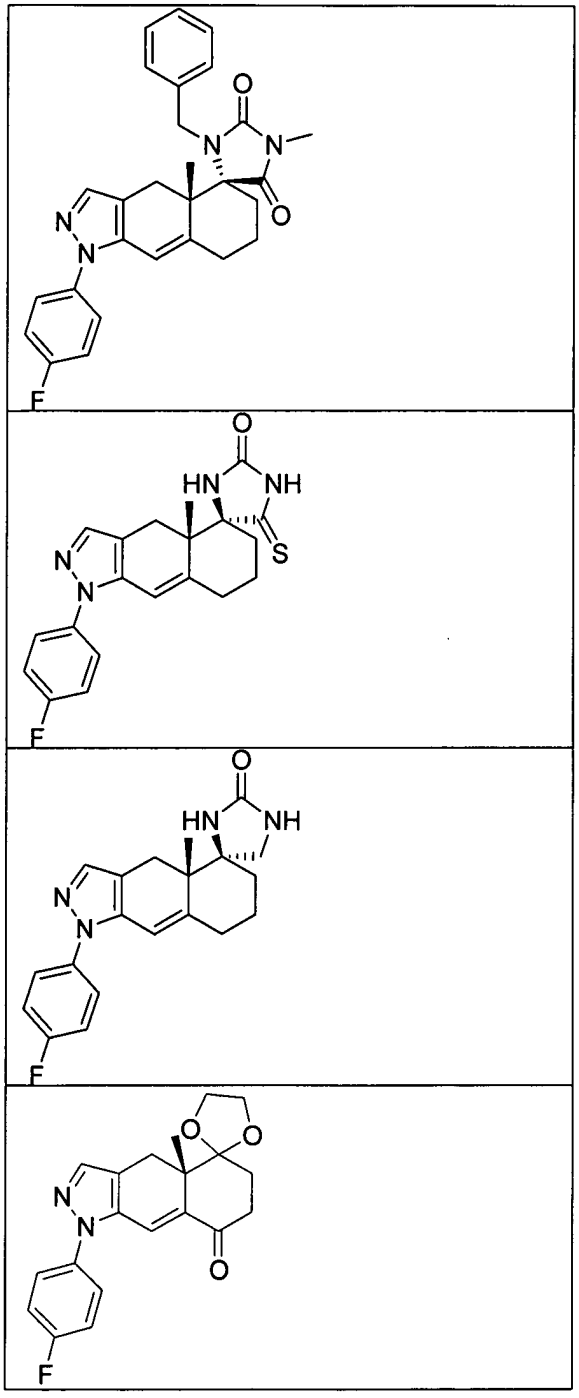
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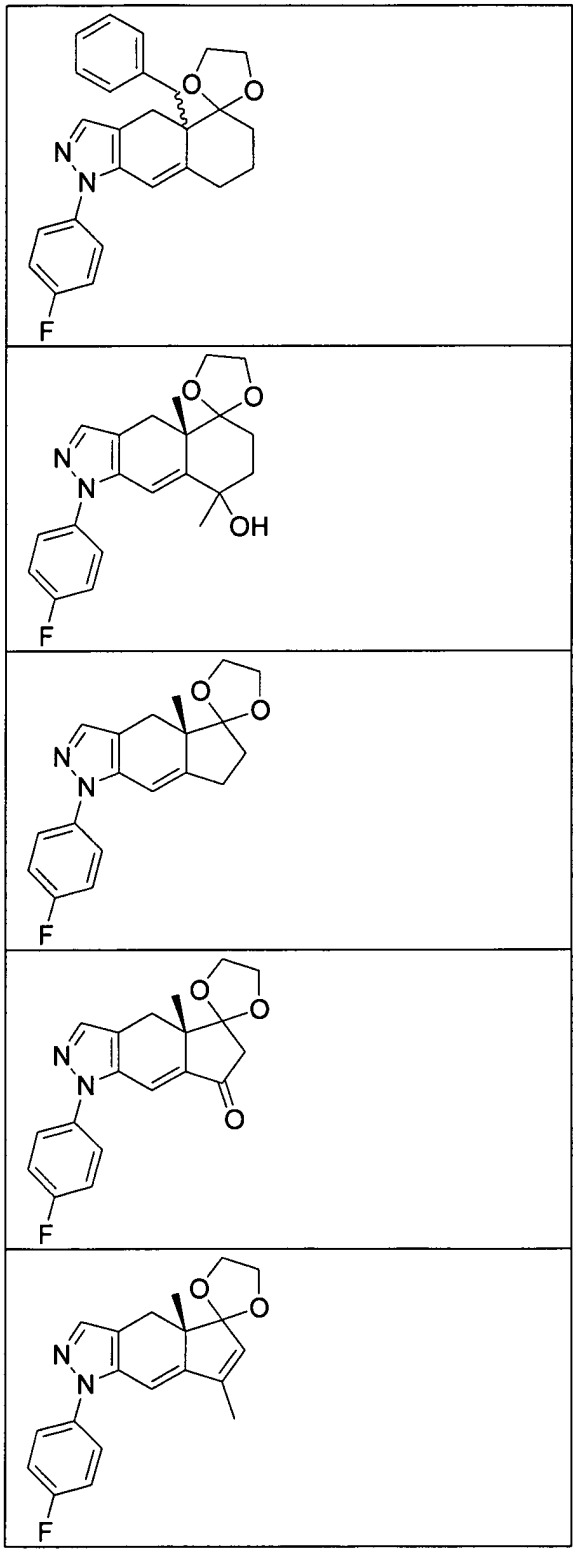
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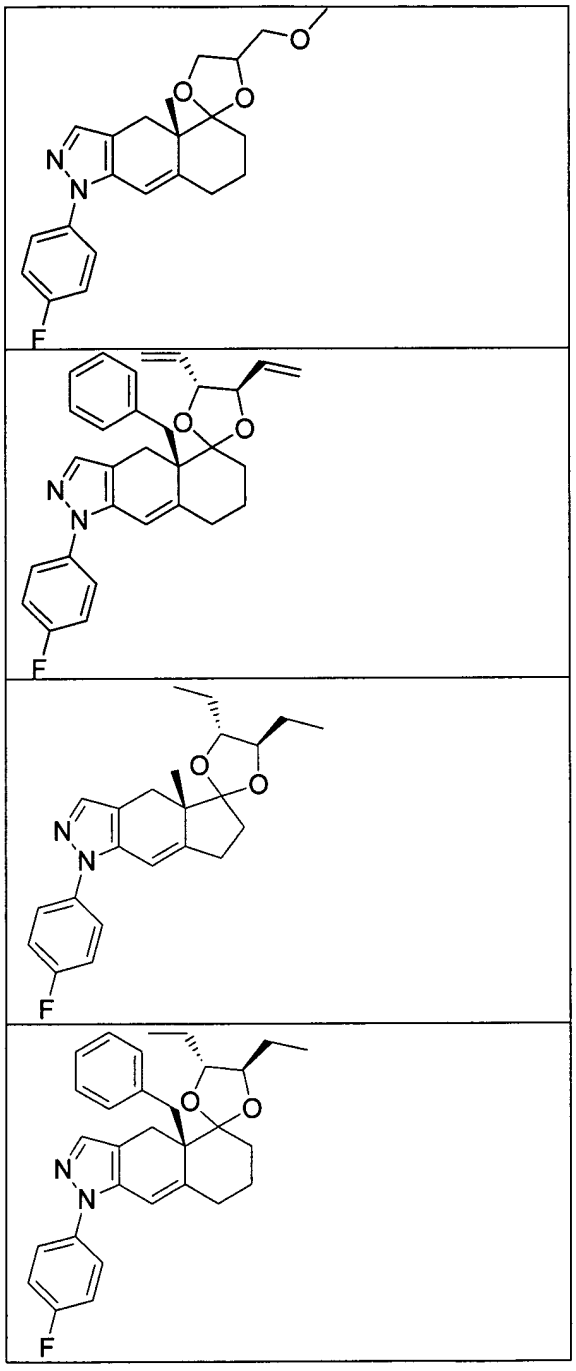
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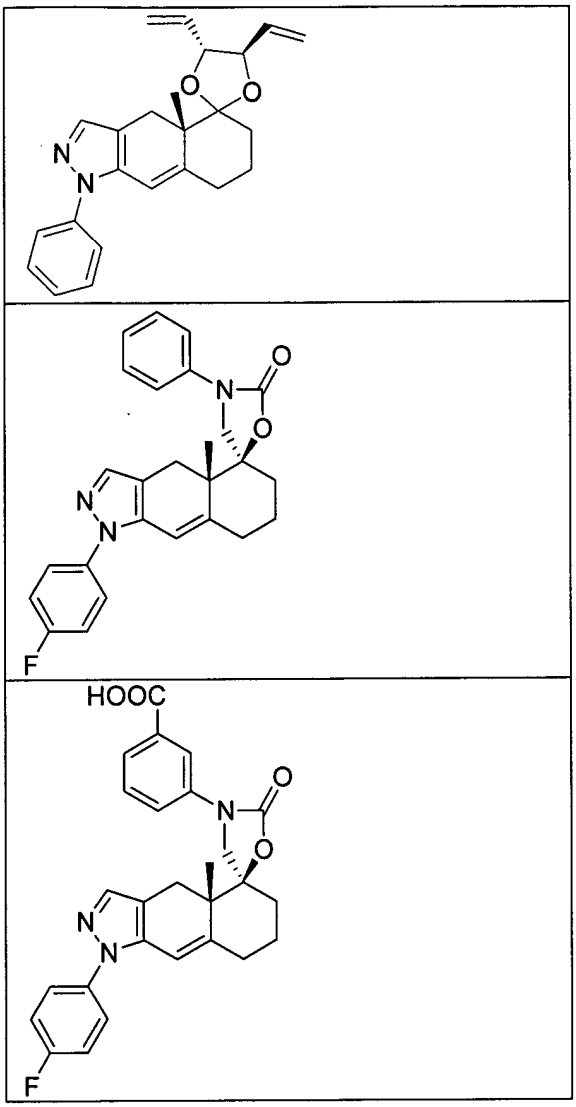
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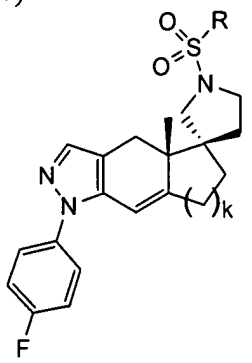
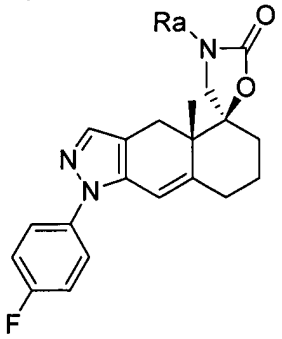
v)



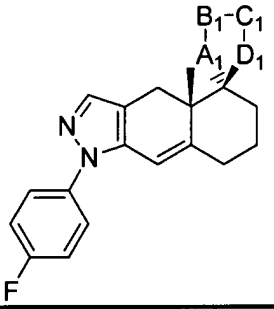
k	R
1	phenyl
2	ethyl
2	phenyl

vi)



Ra
Methyl
Allyl
Isopropyl
2-methoxyethyl
CH_2CO_2Et
2-(1,3-dioxan)ethyl

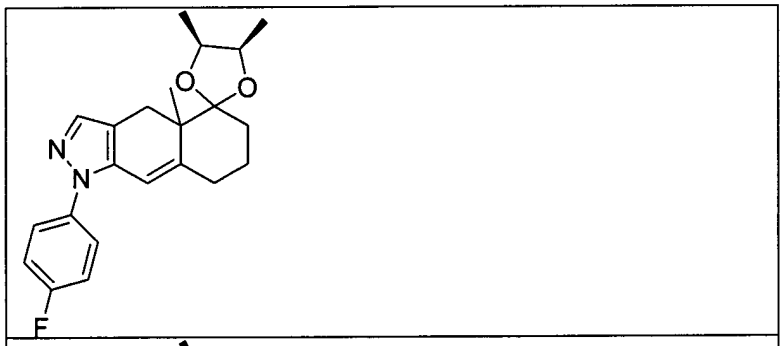
vii)

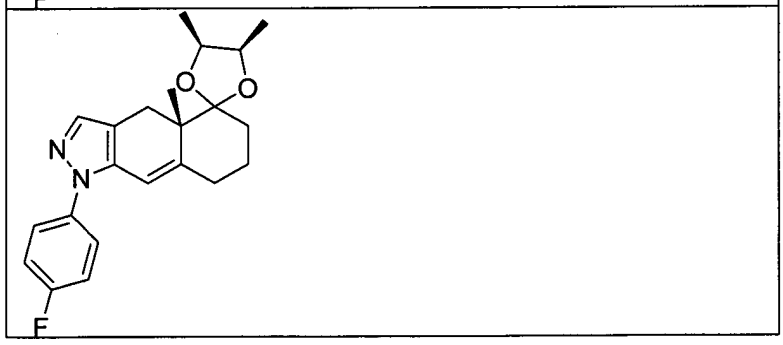


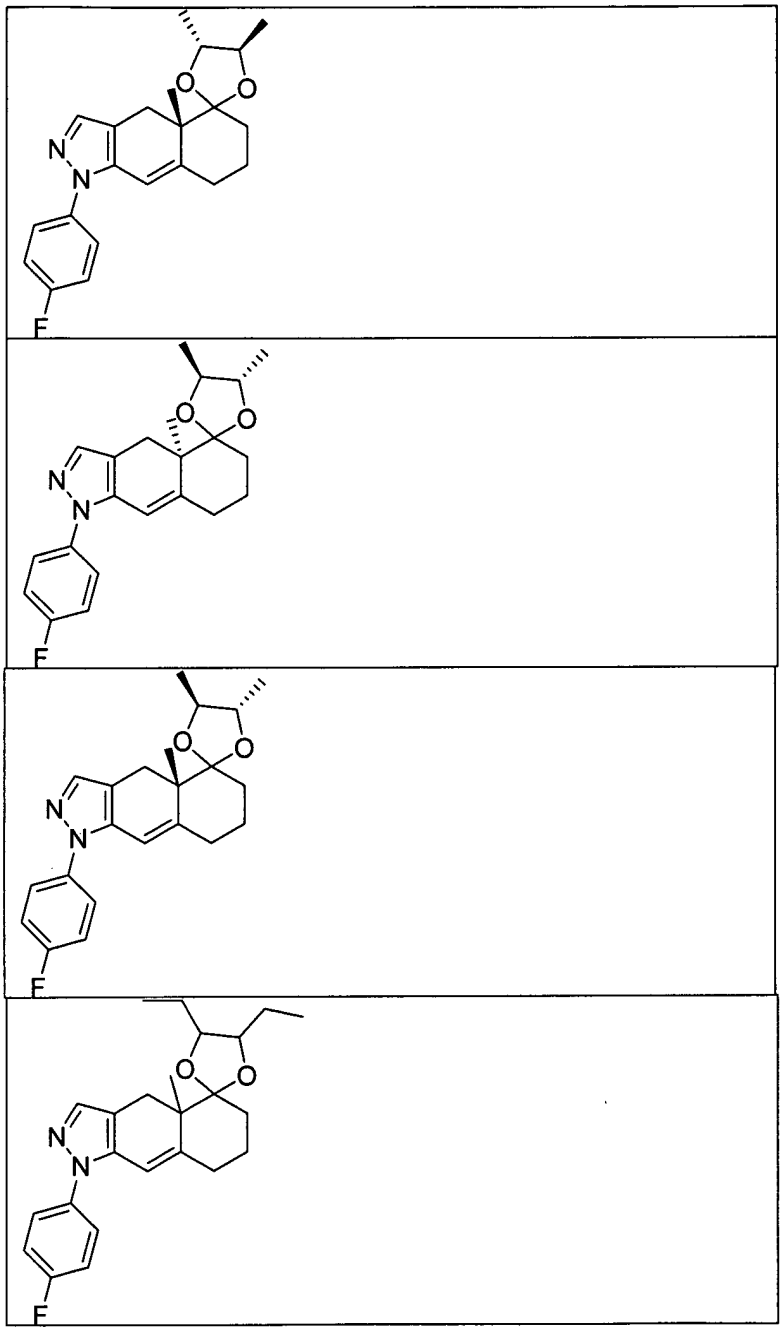
C_1	D_1	A_1	B_1
C(O)	NCH_3	C(O)	NH
NCH_2Ph	C(O)	NCH_3	C(O)
NCH_3	C(O)	NCH_3	C(O)
$NCH_2CH=CH_2$	C(O)	NCH_3	C(O)
C(O)	NCH_3	C(O)	NCH_2Ph
C(O)	NCH_3	C(O)	NCH_3
C(O)	NCH_3	C(O)	$NCH_2CH=CH_2$
C(O)	NCH_3	C(O)	NH
$N(CH_2)_2CO_2H$	C(O)	NCH_2Ph	C(O)
NH	C(O)	$N(CH_2)_2CO_2H$	C(O)
NH	C(O)	$N(CH_2)_2$ 	C(O)
C(O)	NCH_3	C(O)	$N(CH_2)_2CO_2H$
C(O)	NCH_3	C(O)	$N(CH_2)_2$ 
$NCH_2CH=CH_2$	C(O)	$NCH_2CH=CH_2$	C(O)

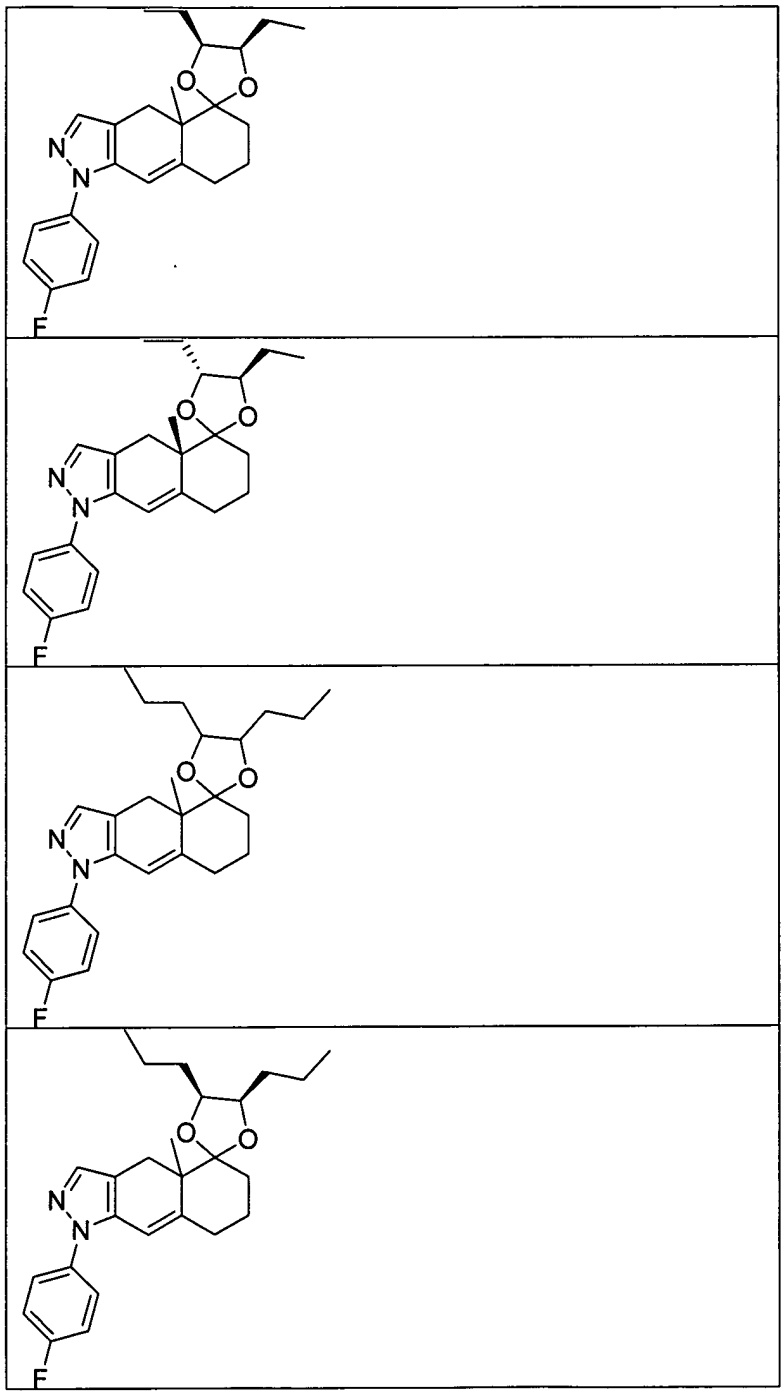
.NCH_2Ph	C(O)	NCH_2Ph	C(O)
NH	C(S)	NCH_2Ph	C(O)
NH	C(S)	NH	C(O)
NH	C(S)	$NCH_2CH=CH_2$	C(O)
NH	C(S)	NCH_3	C(O)
NH	CH_2	NCH_2Ph	C(O)
NH	CH_2	NH	C(O)
C(O)	NCH_3	CH_2	NCH_3
NH	CH_2	NCH_3	C(O)

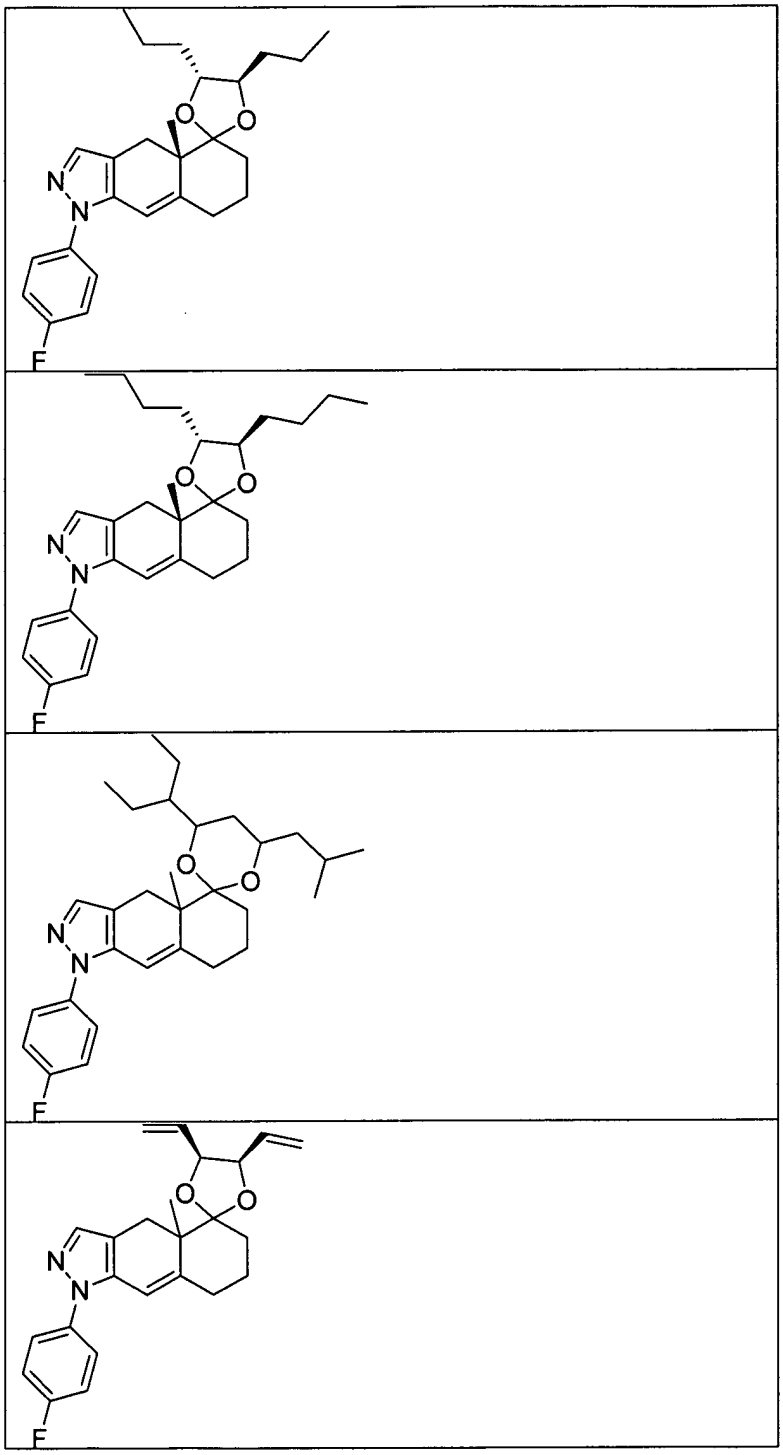
and viii)

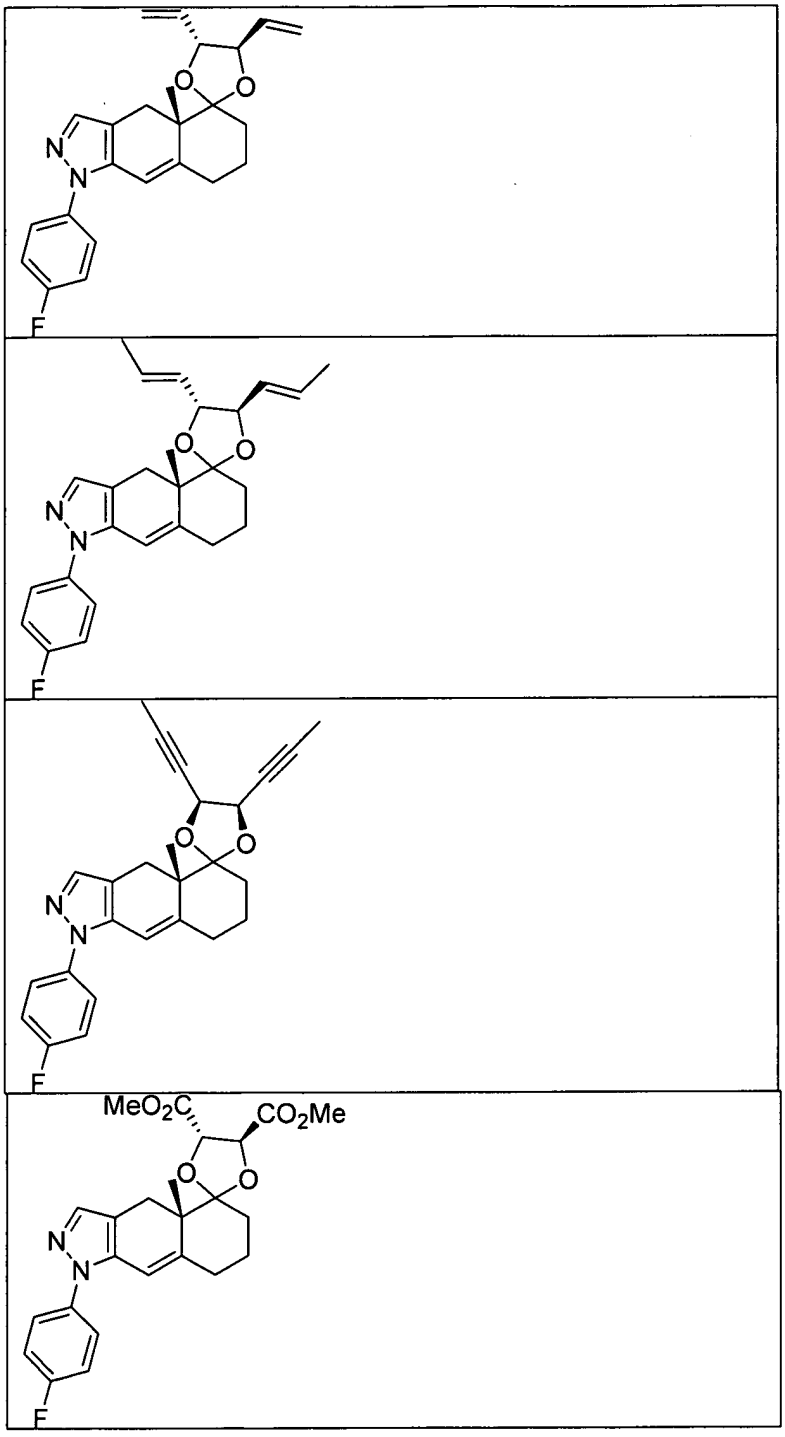








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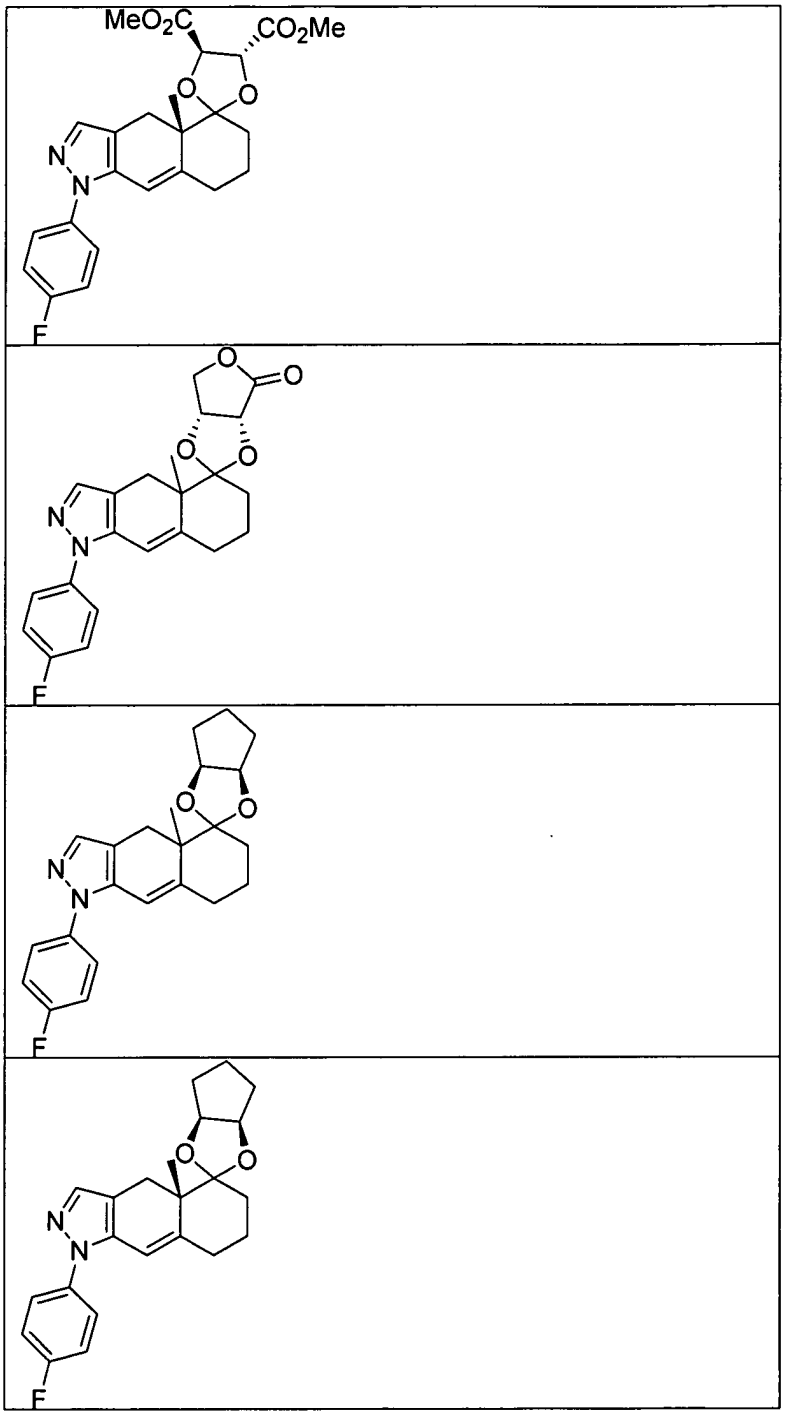
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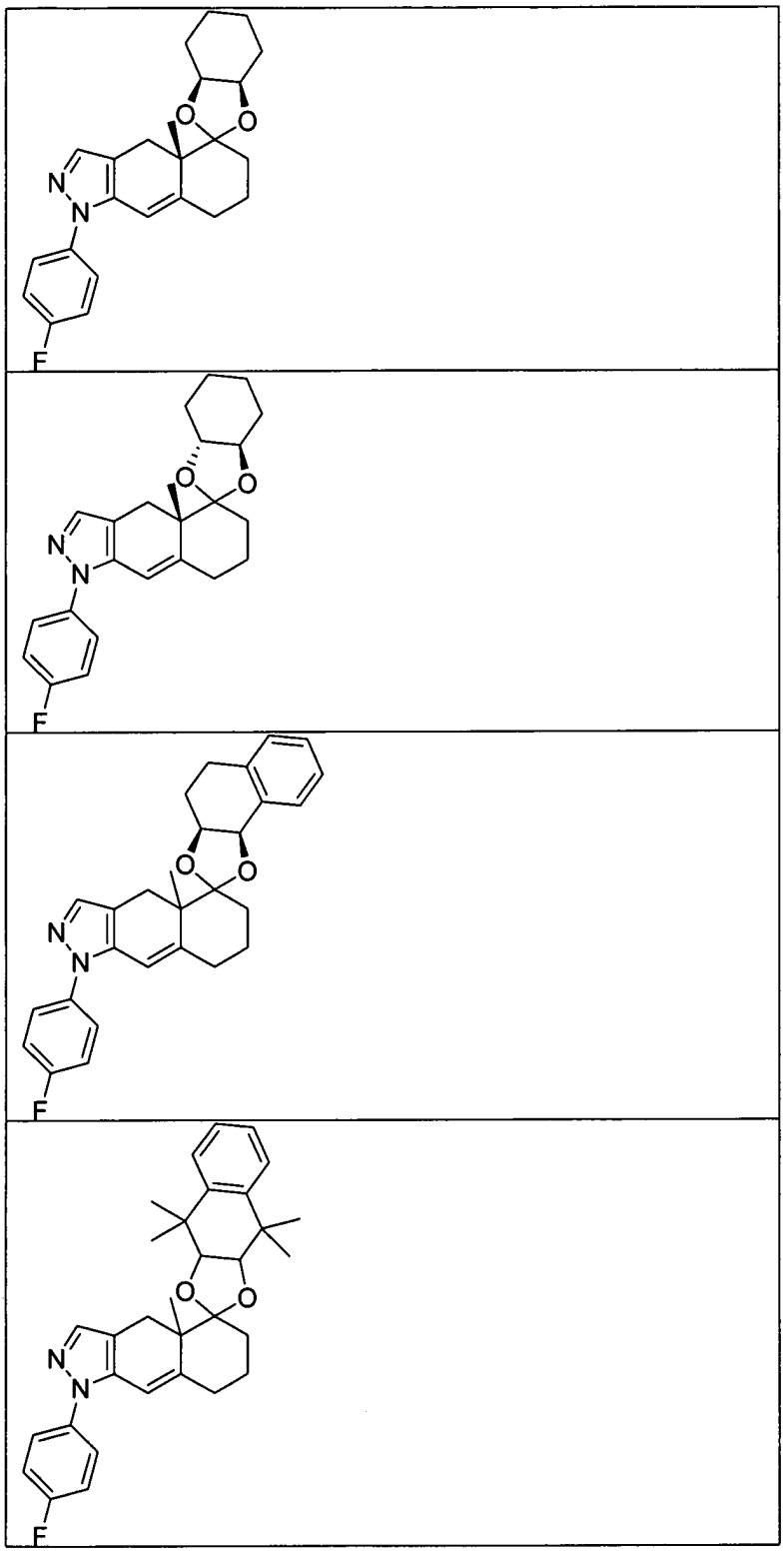

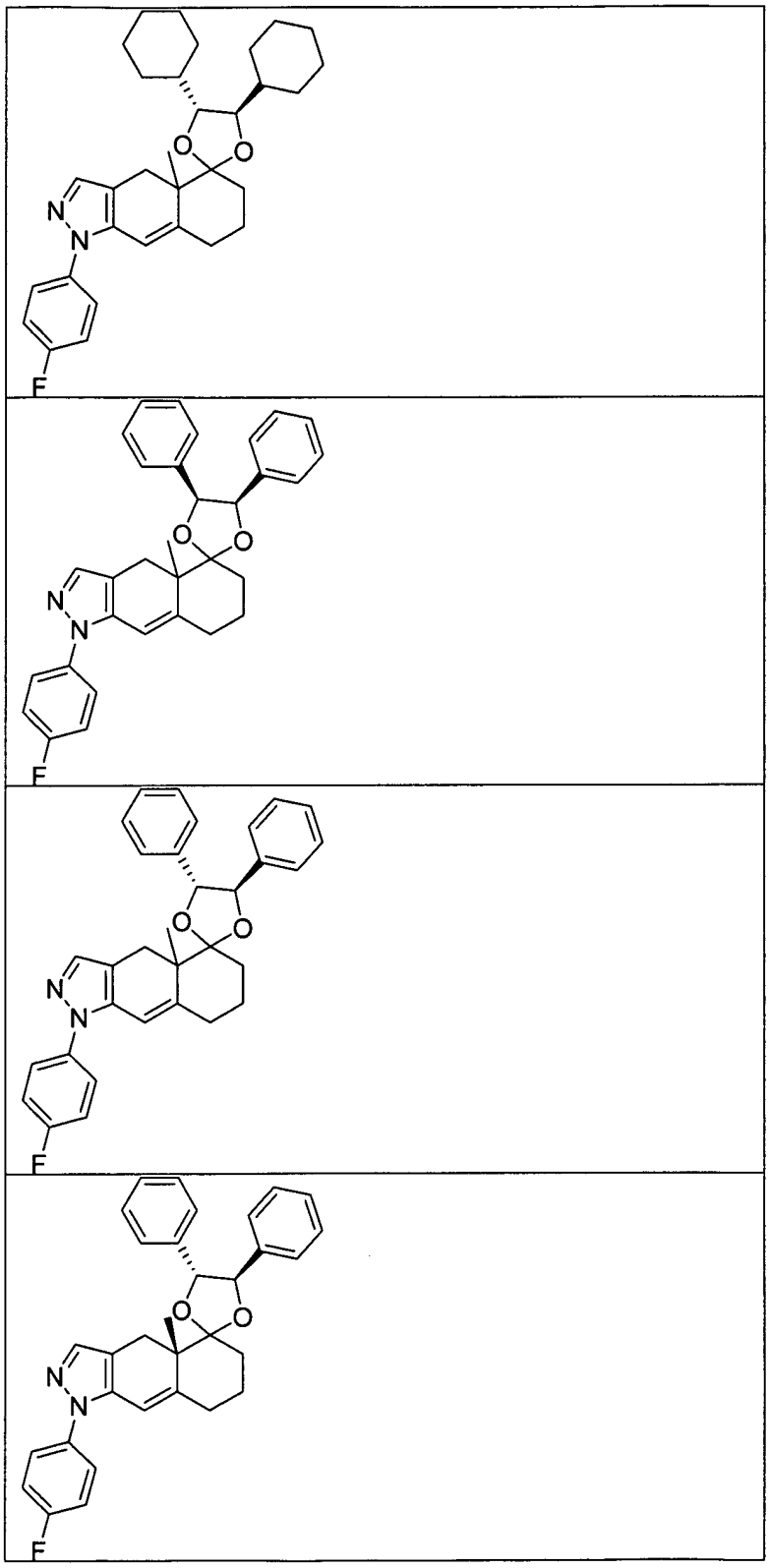
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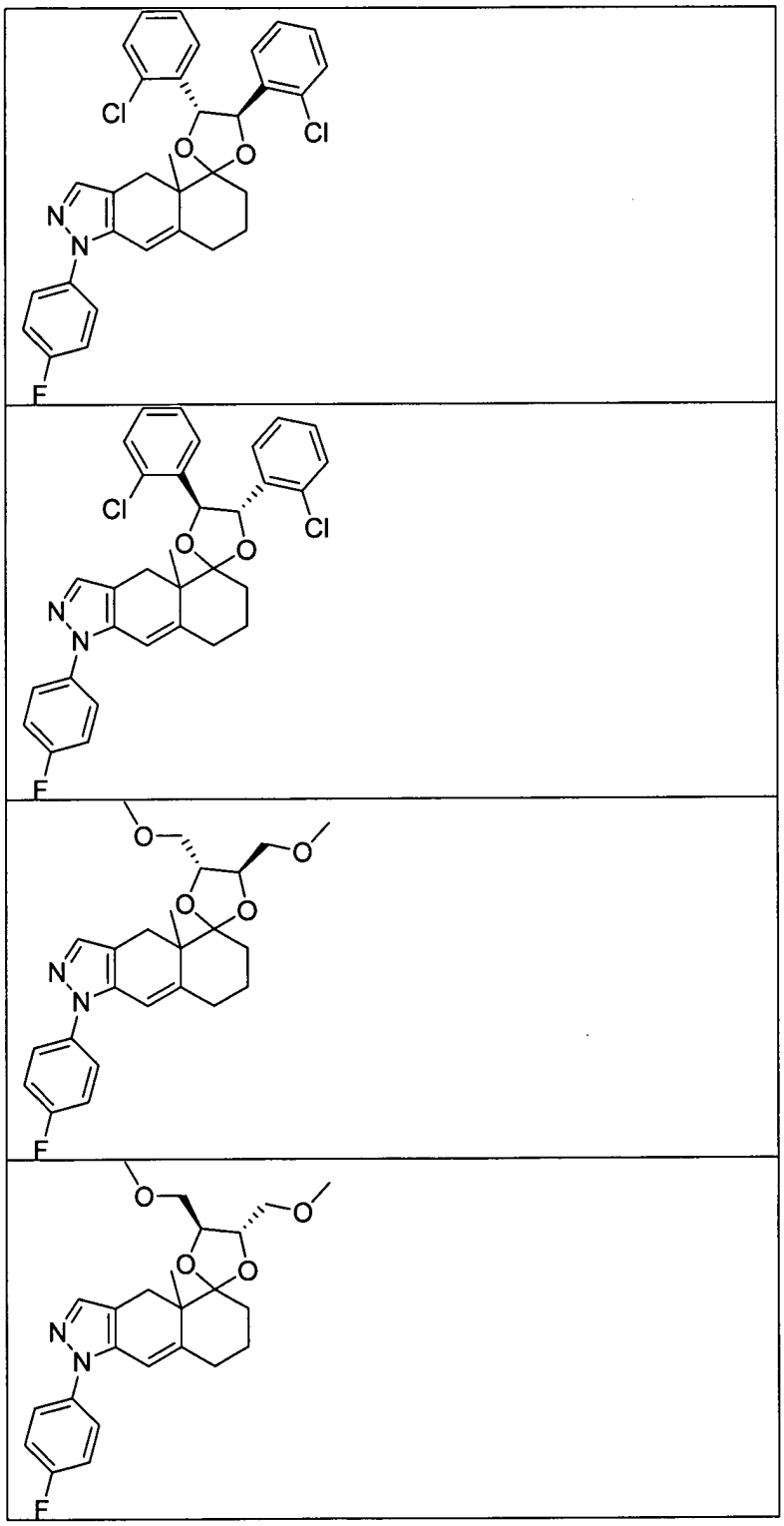
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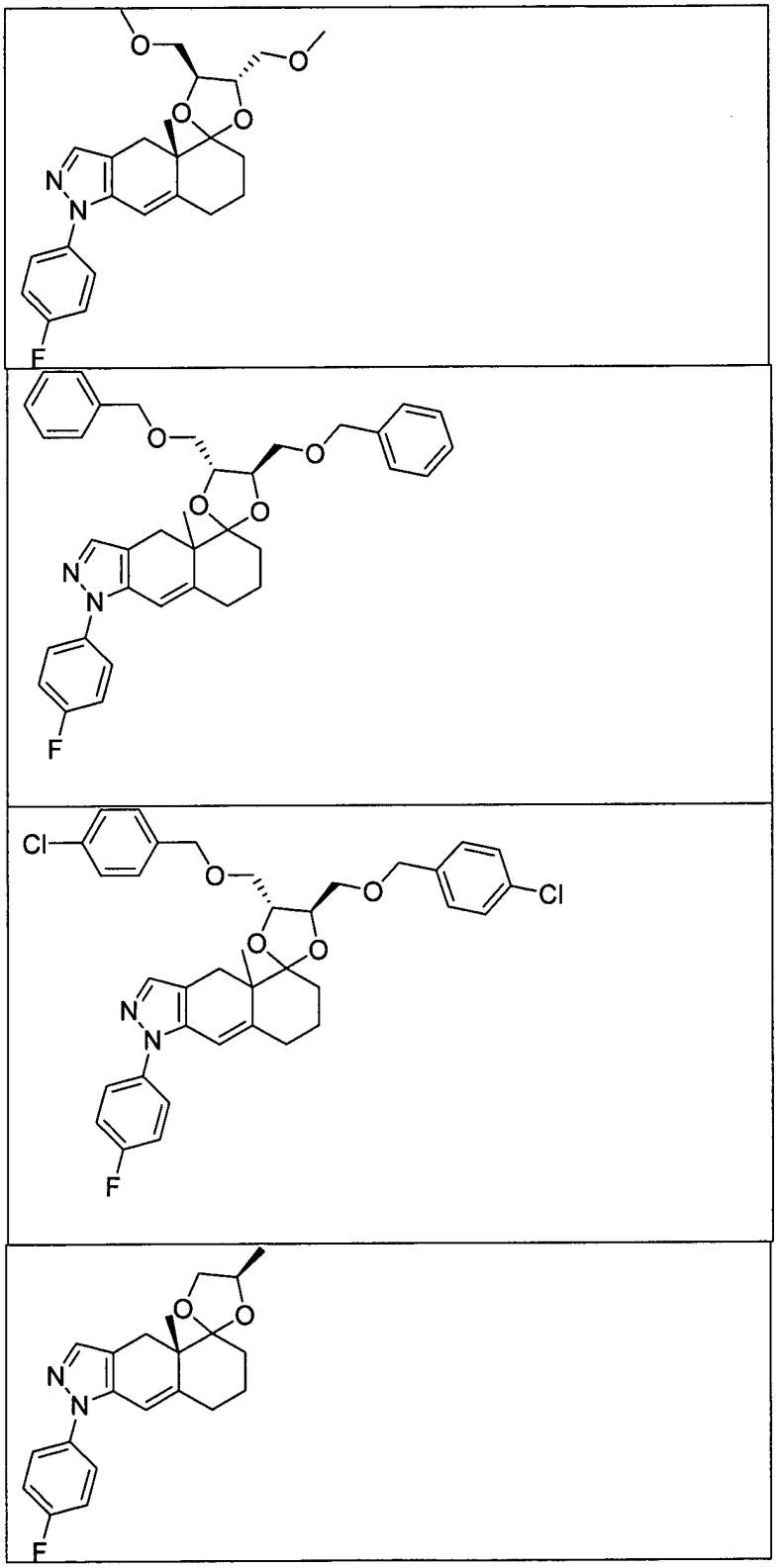

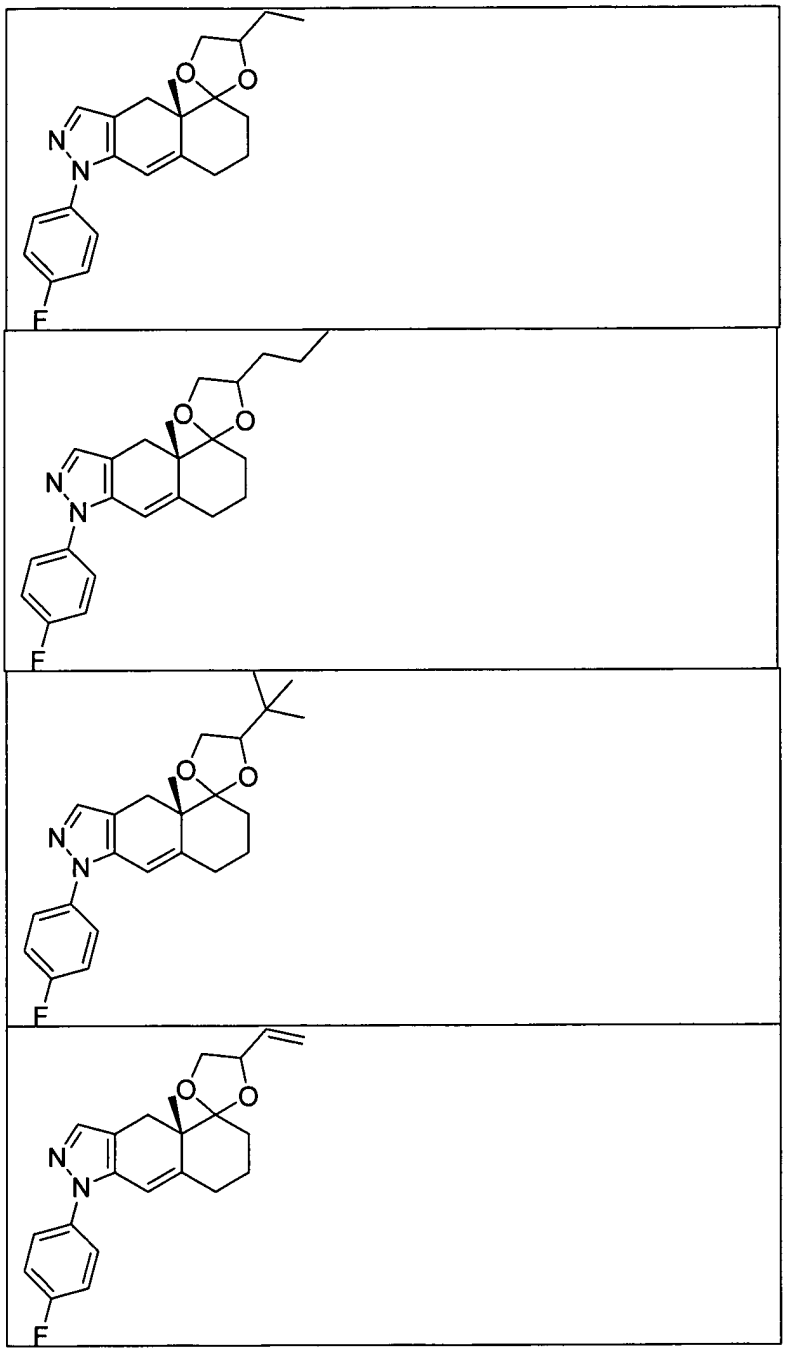

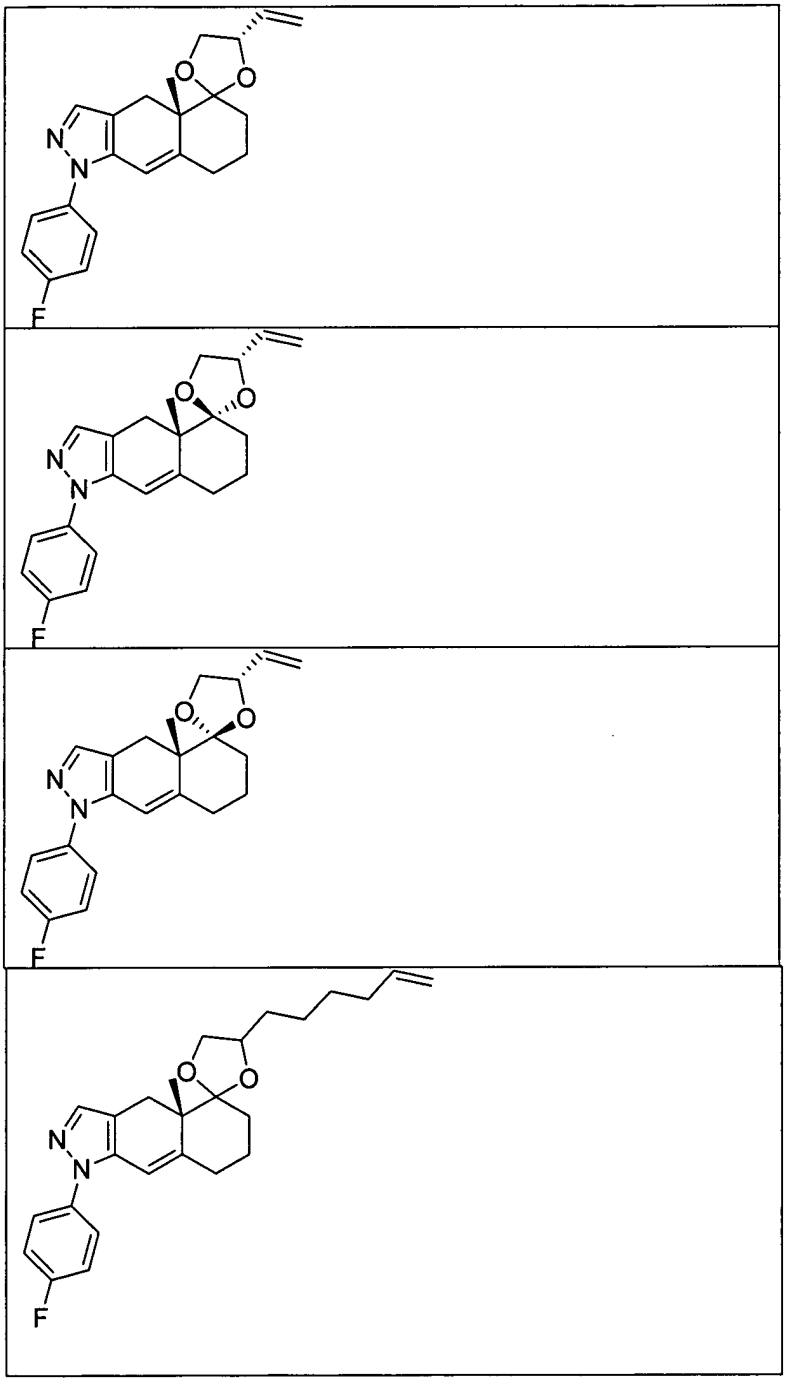

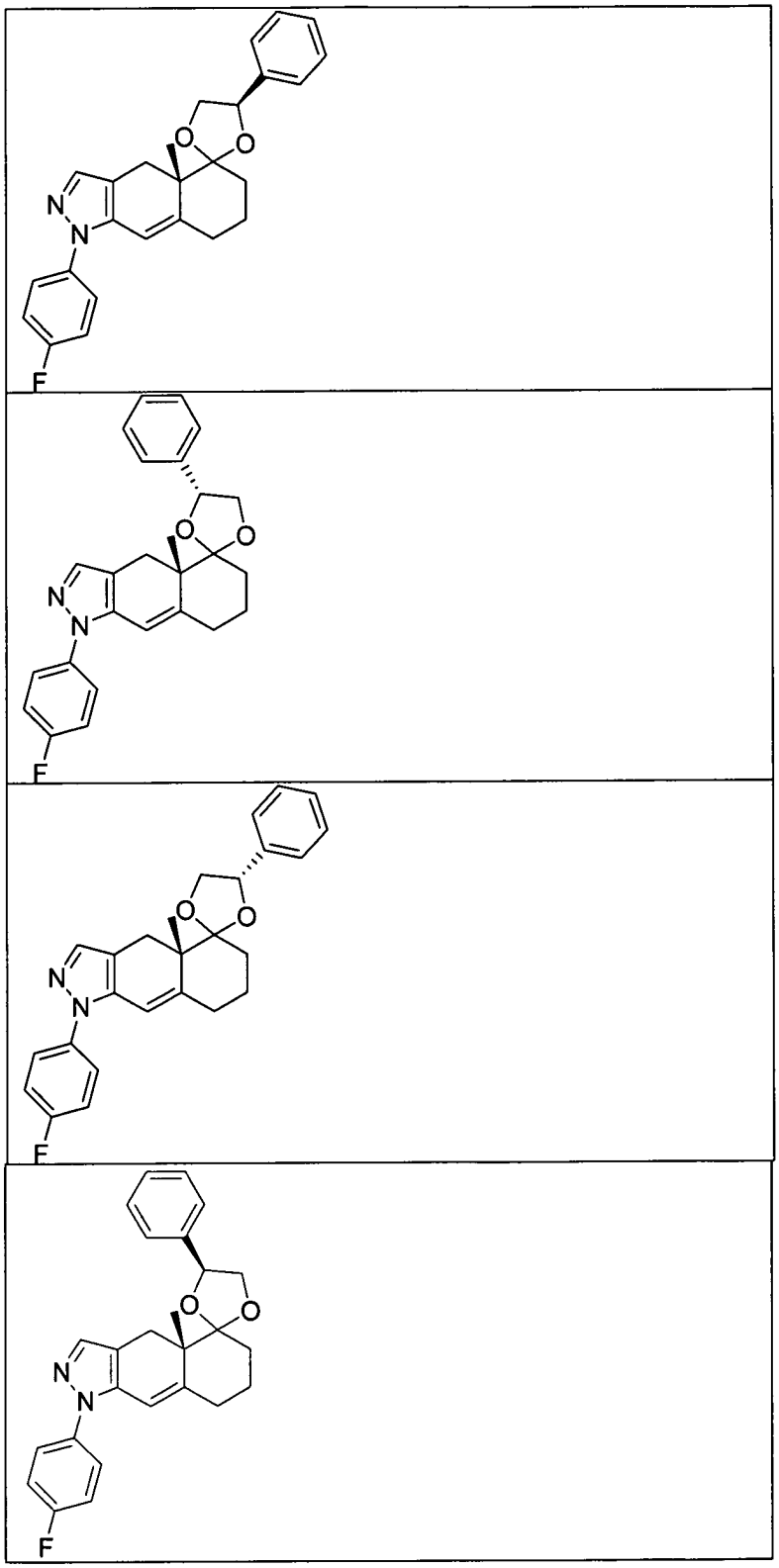

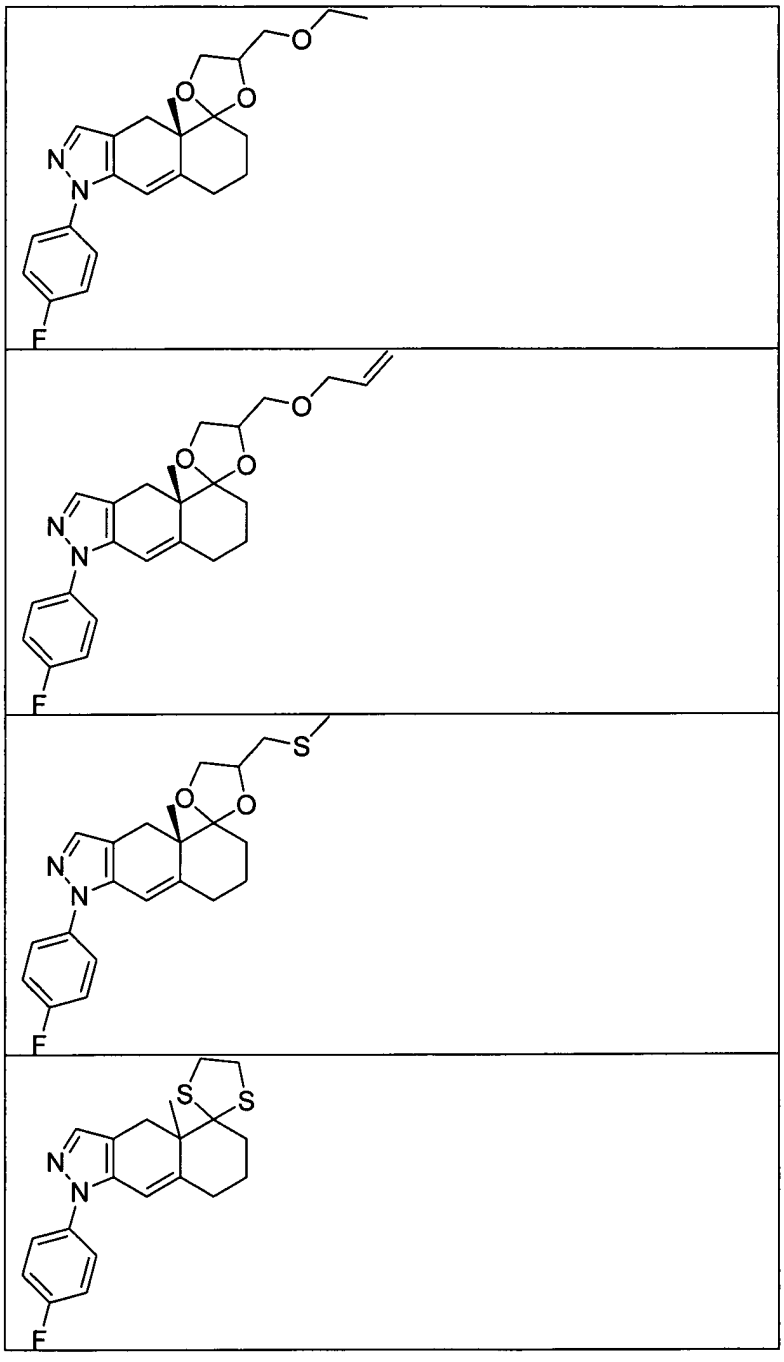
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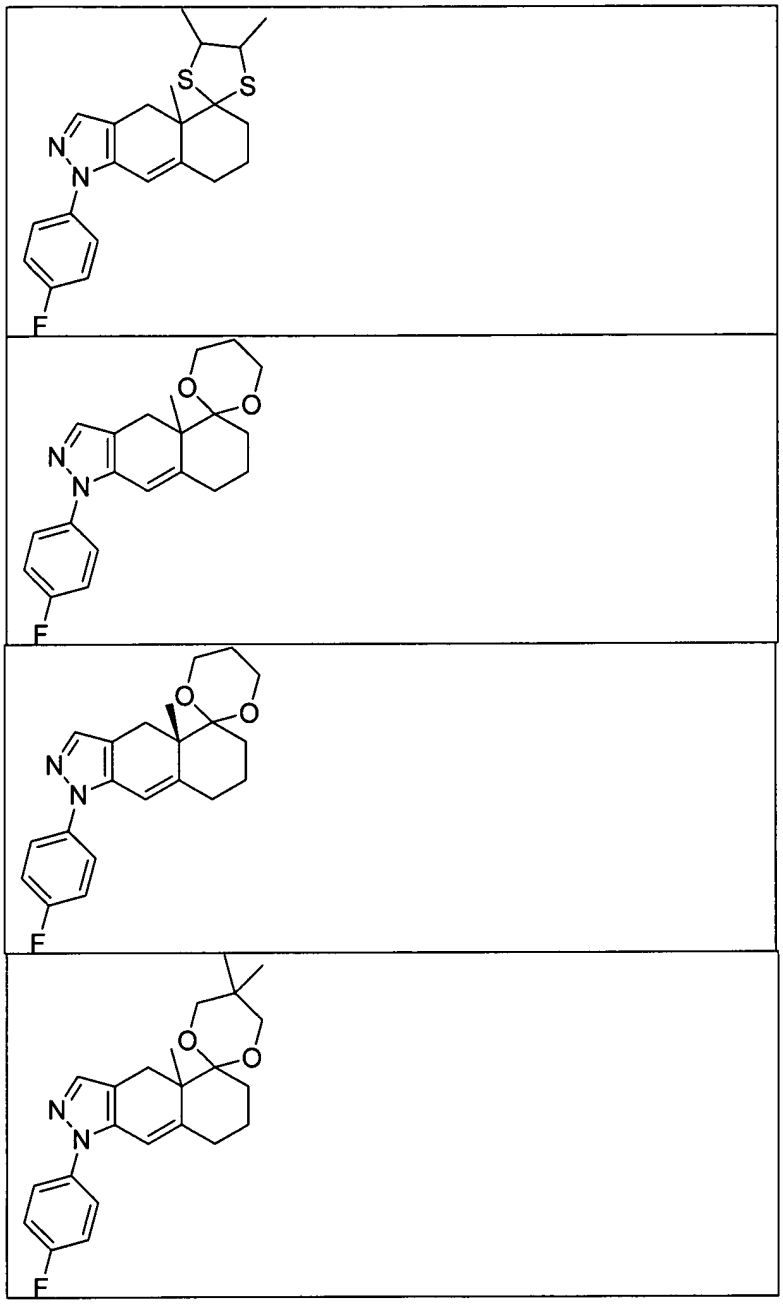
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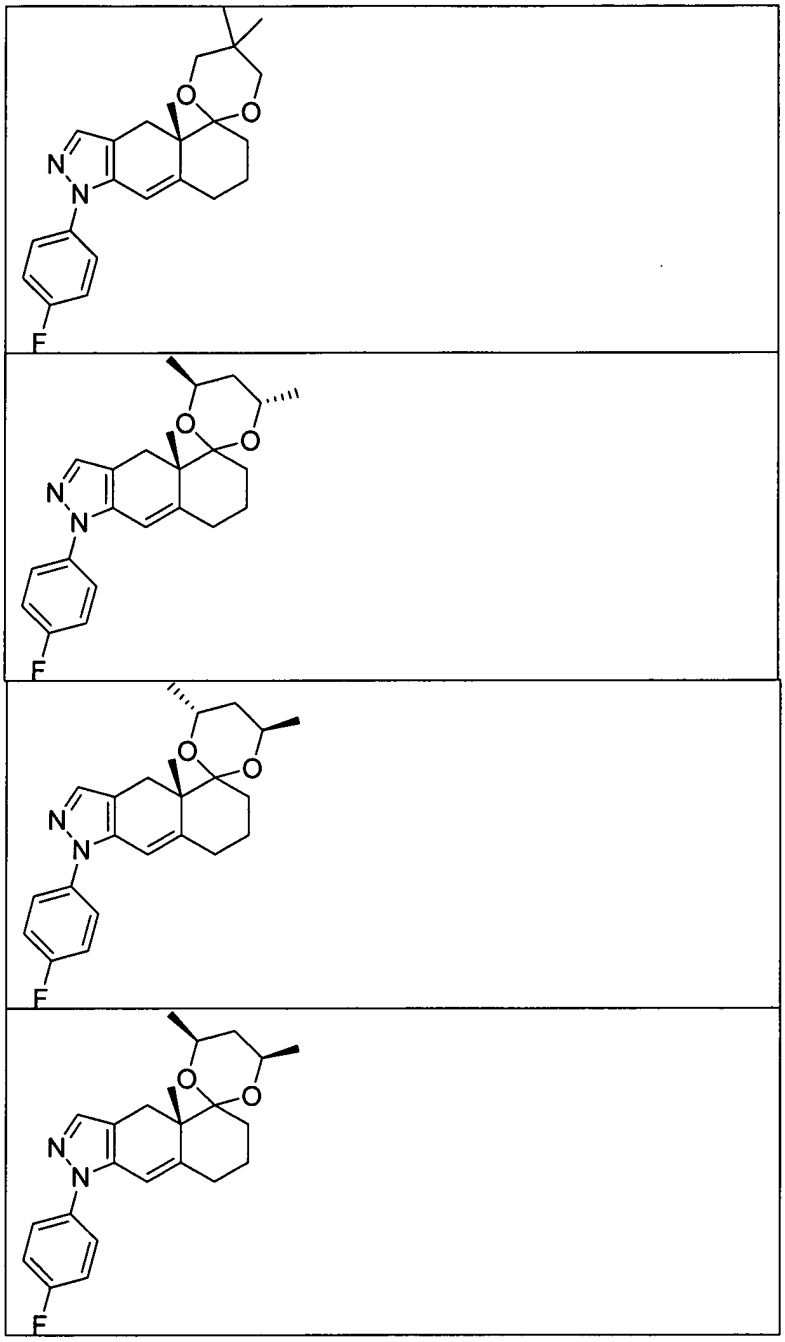

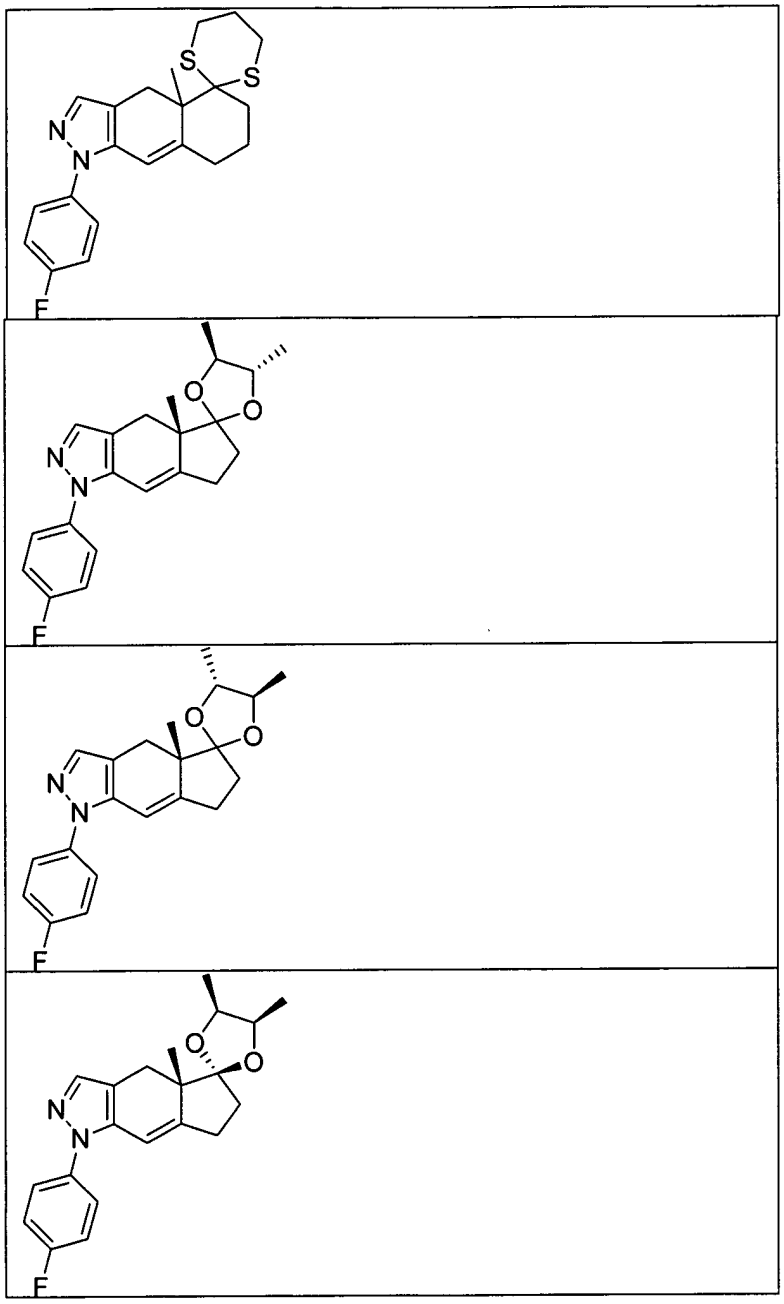
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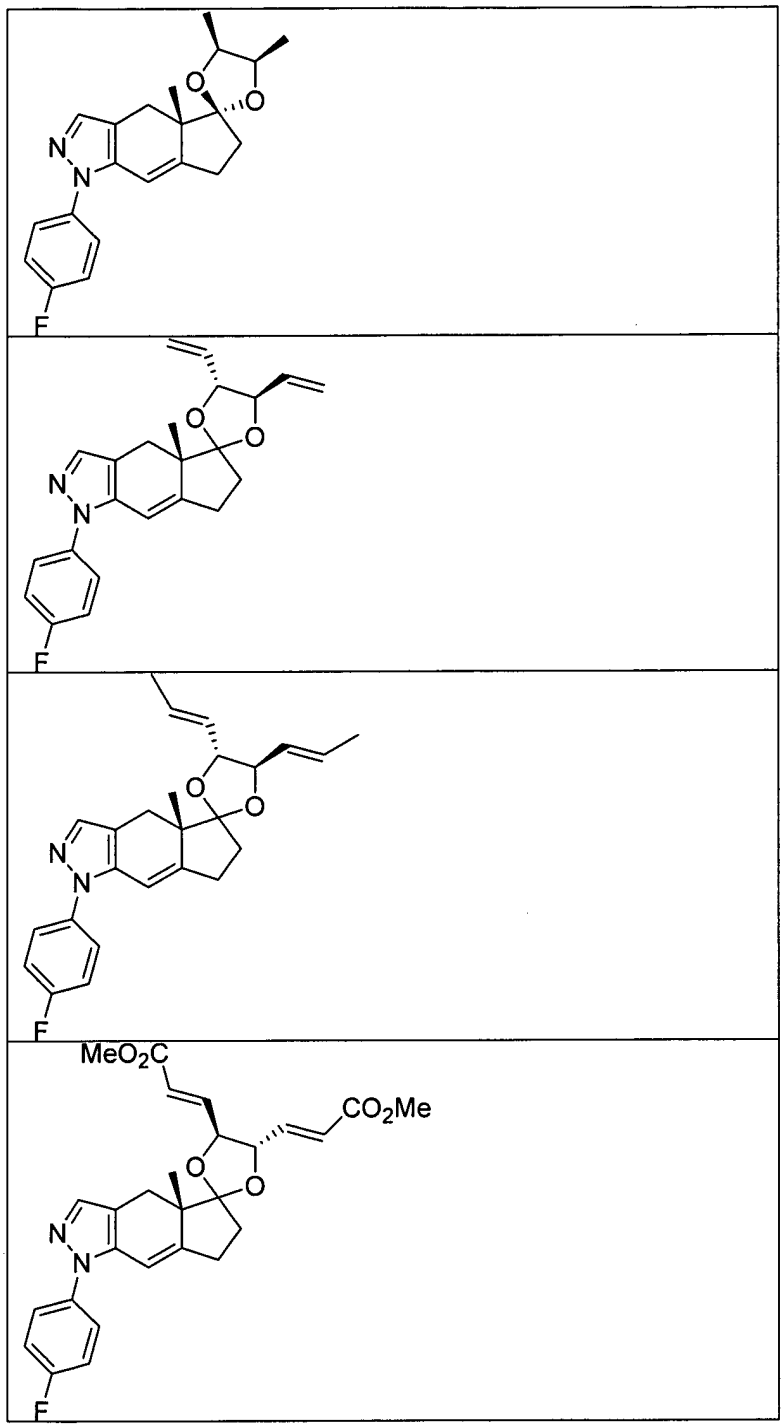
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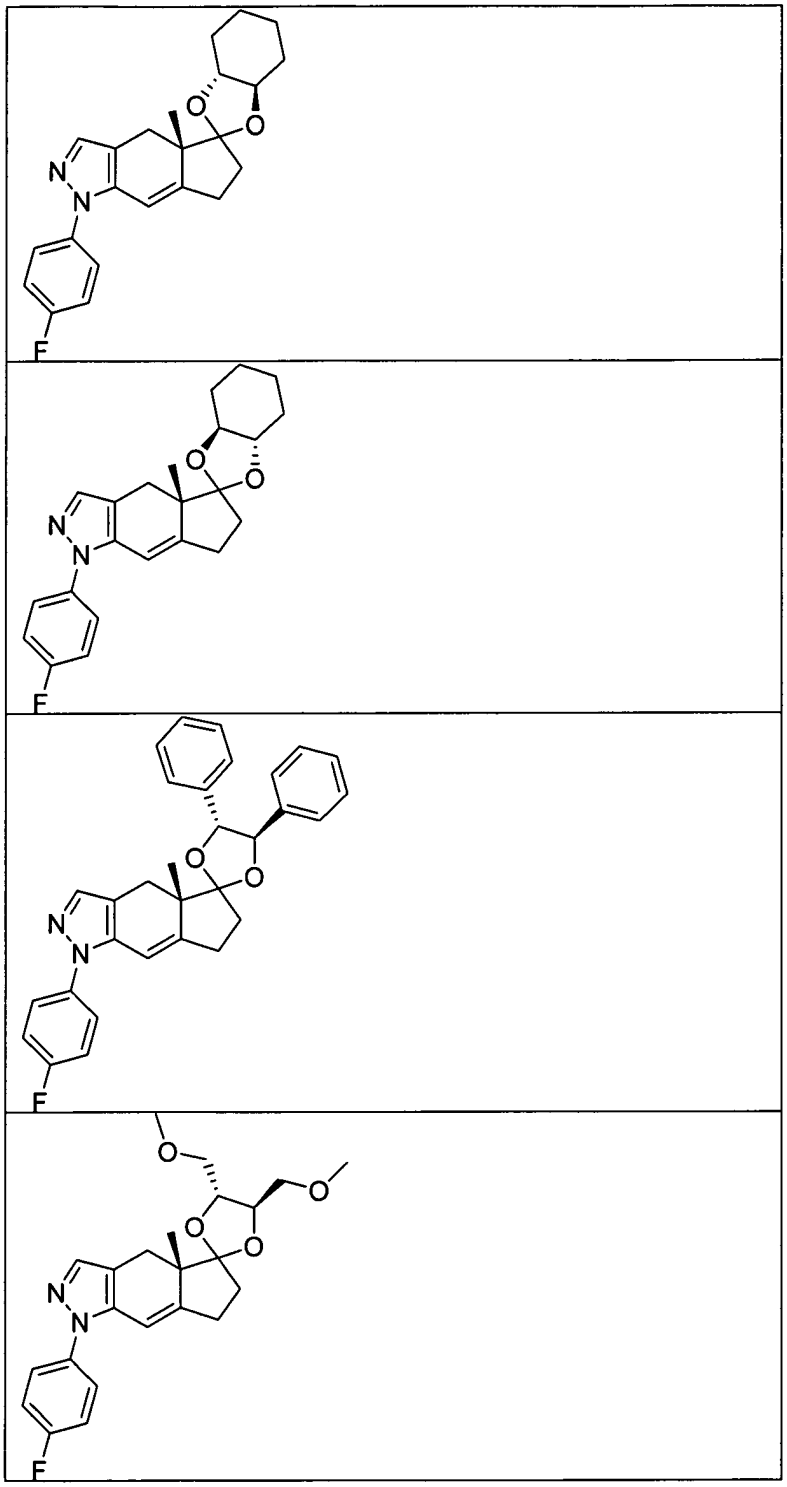

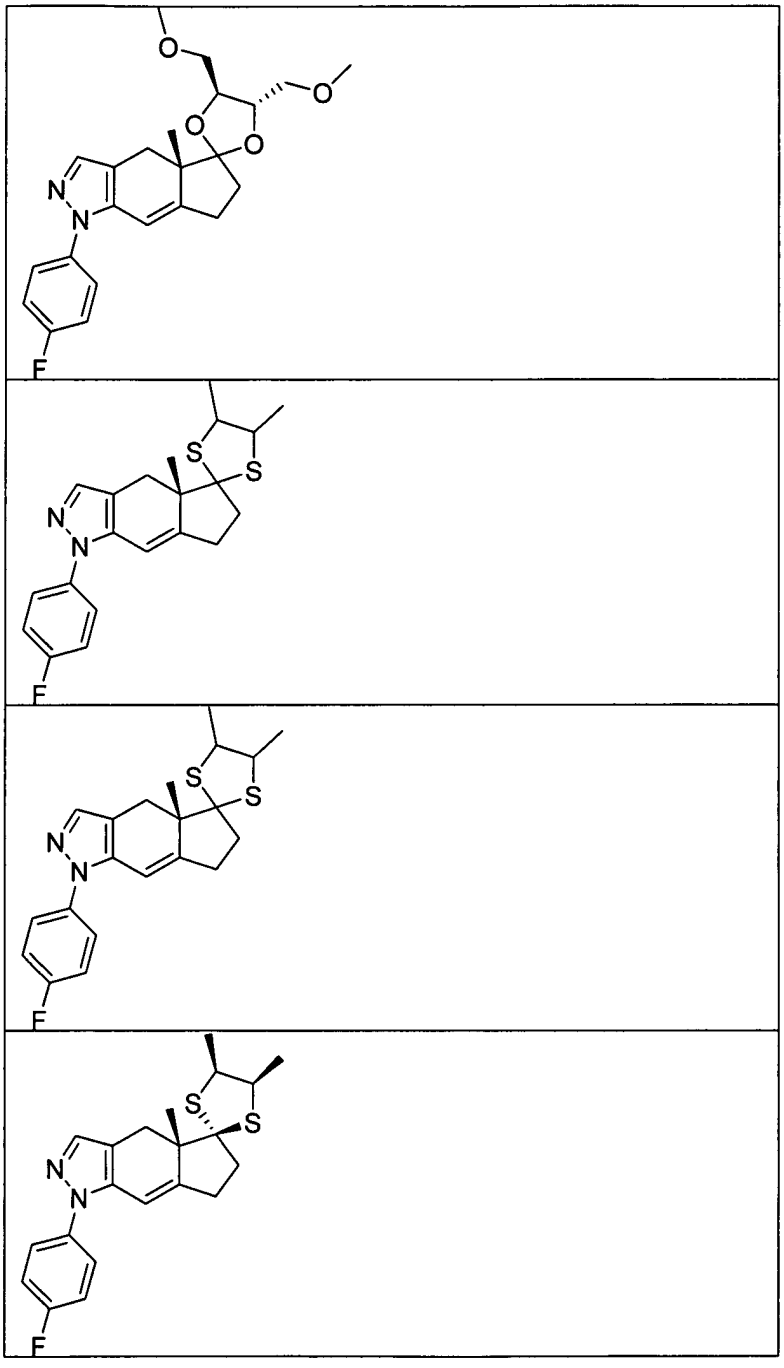

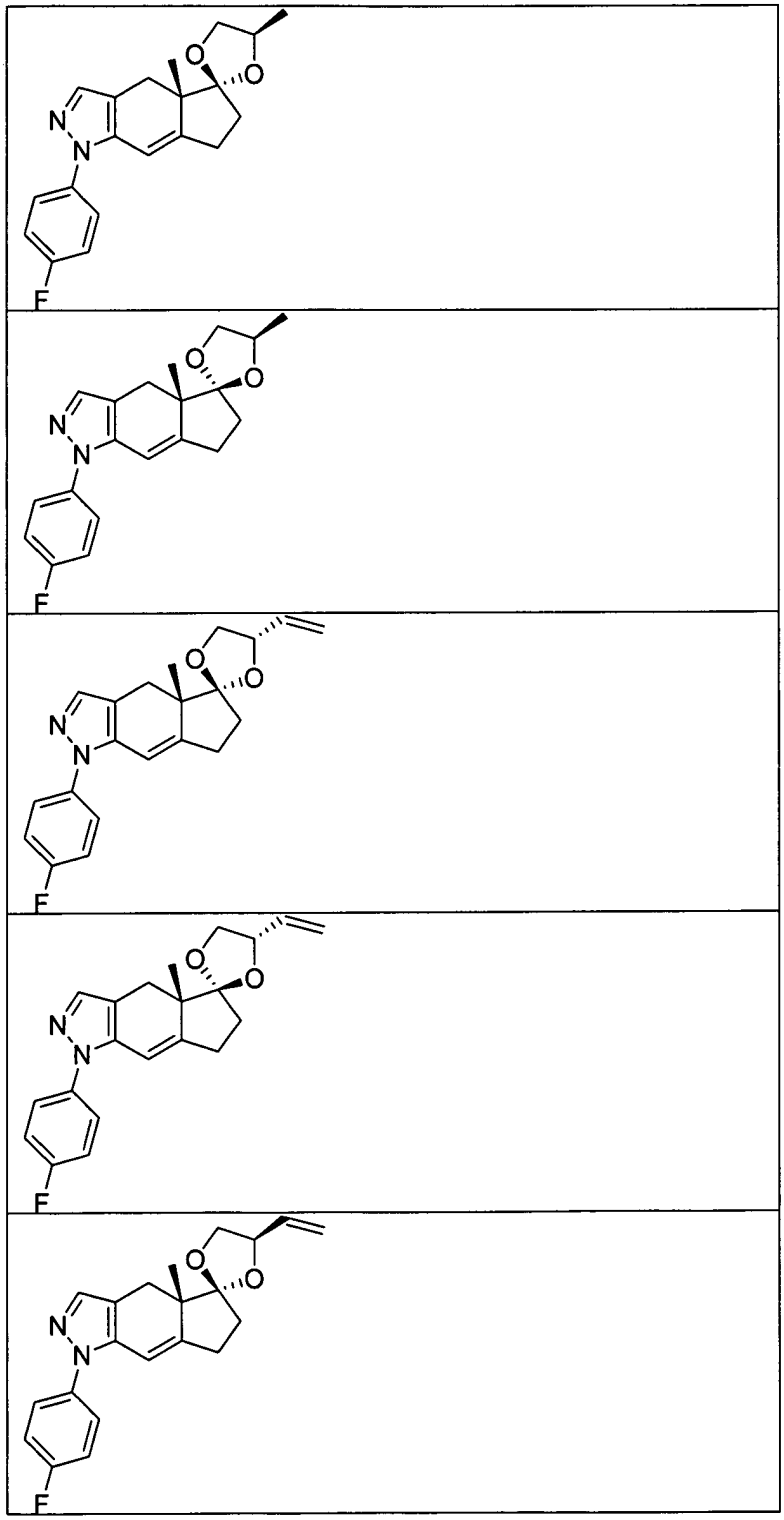

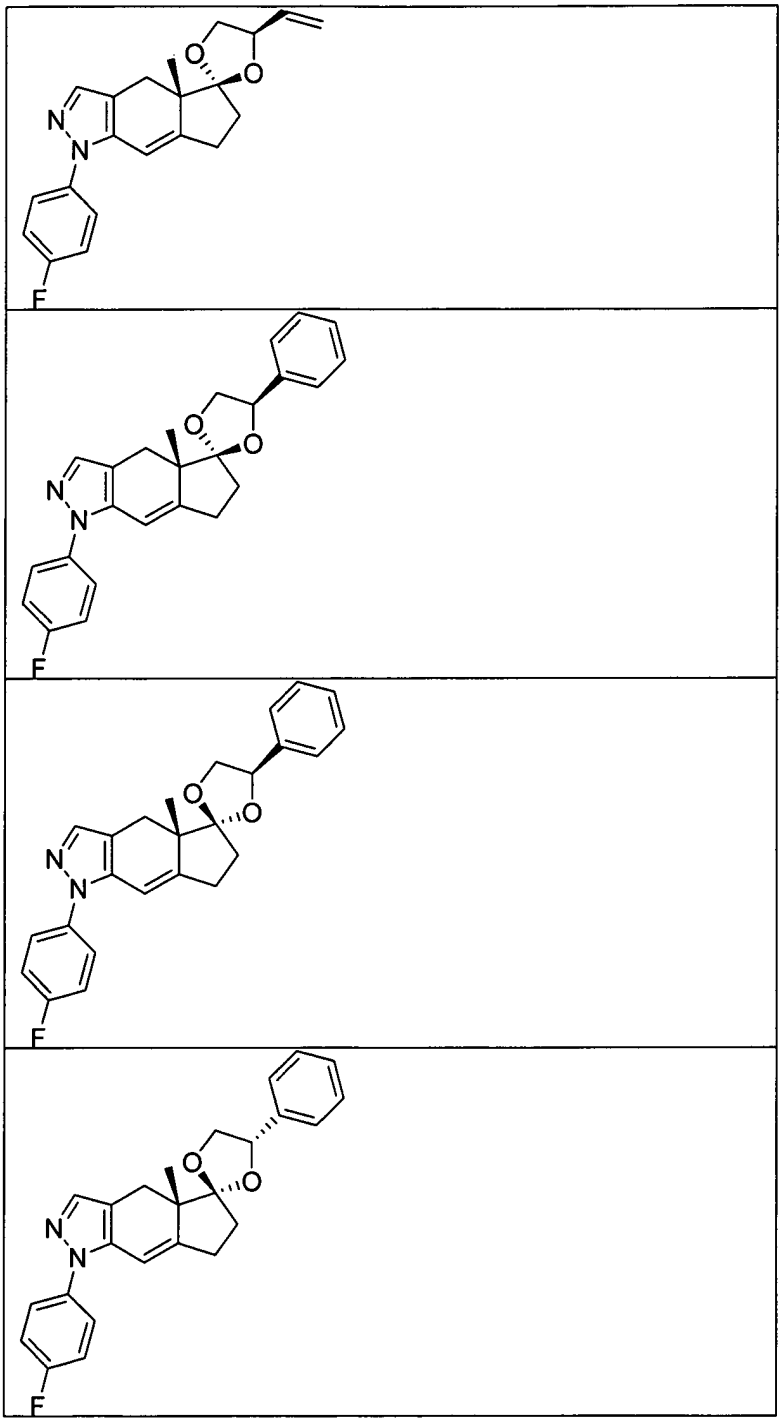

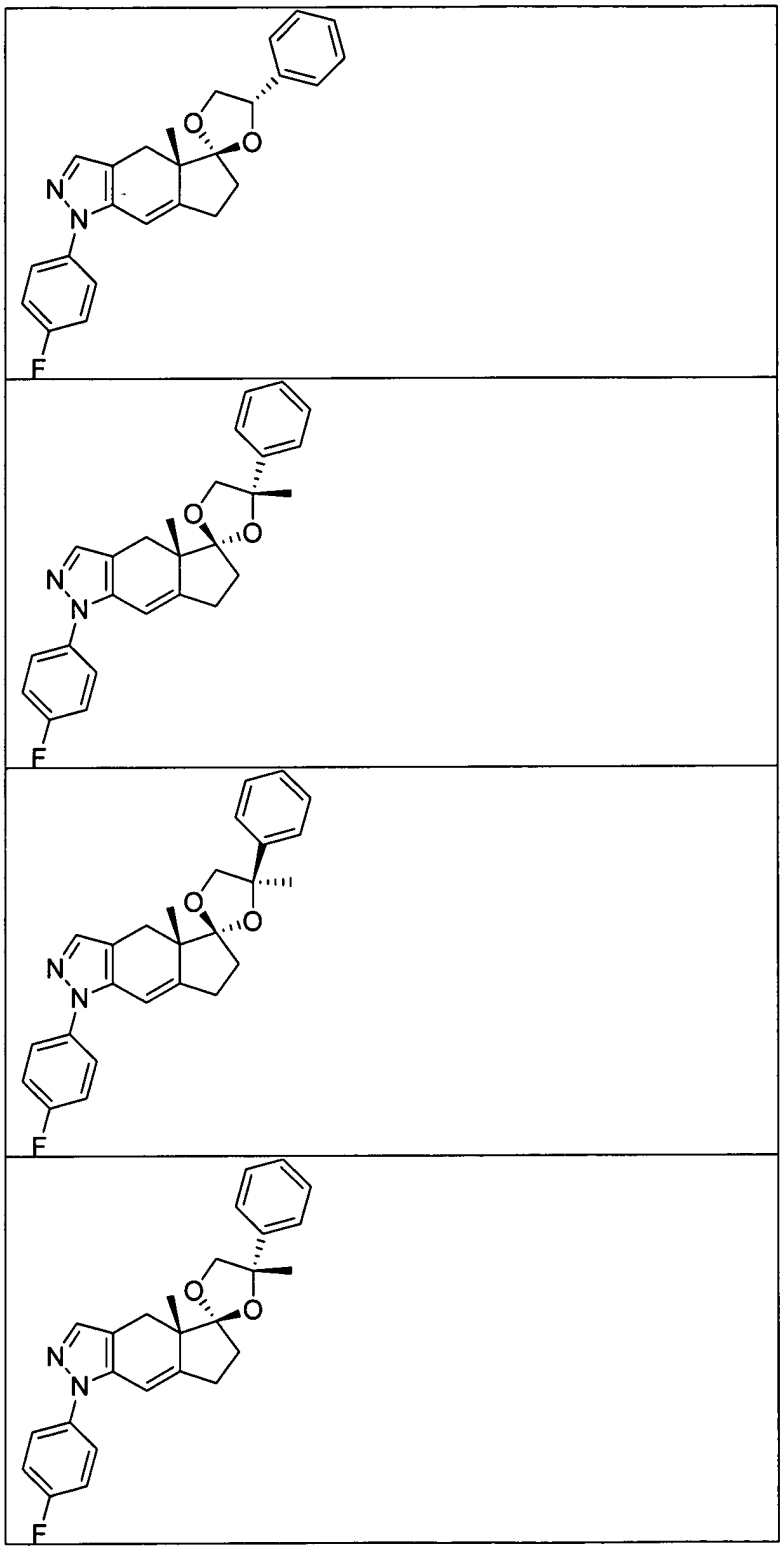

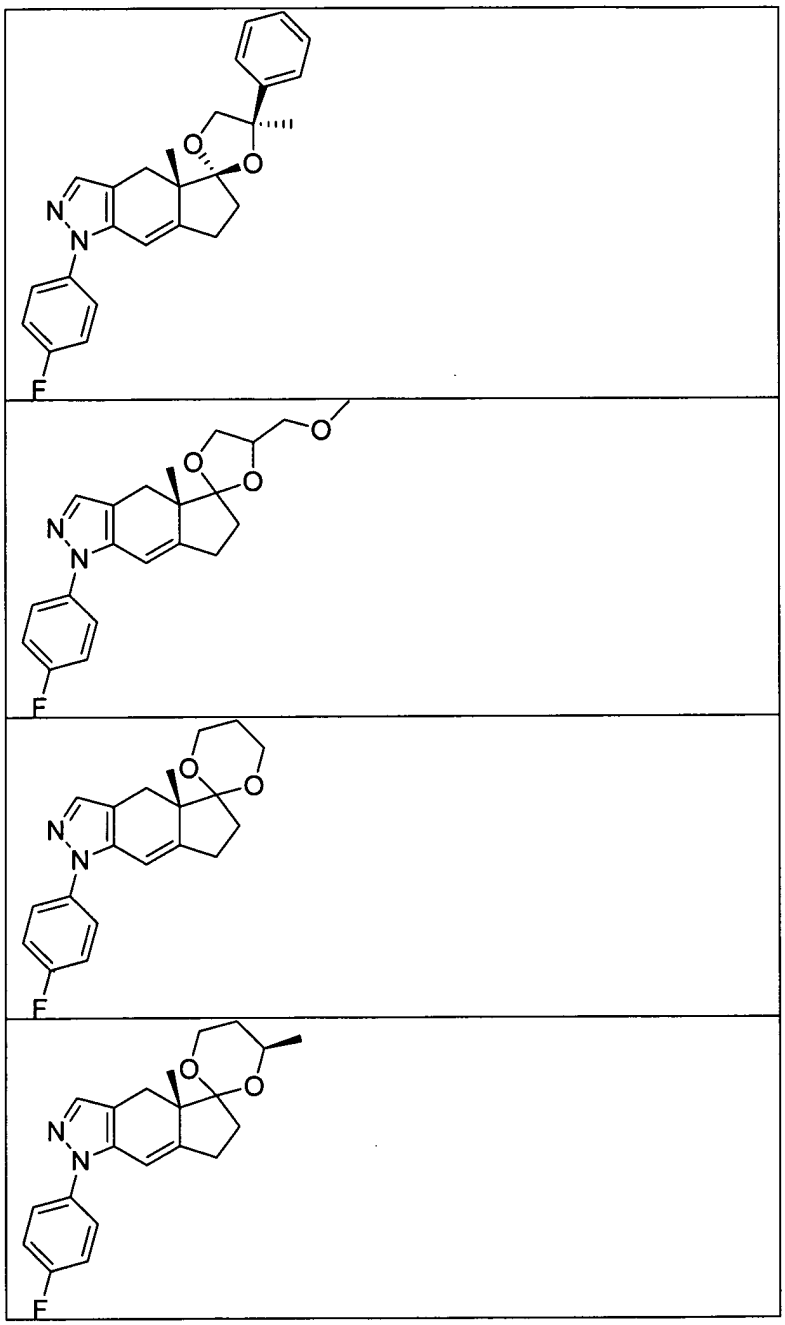

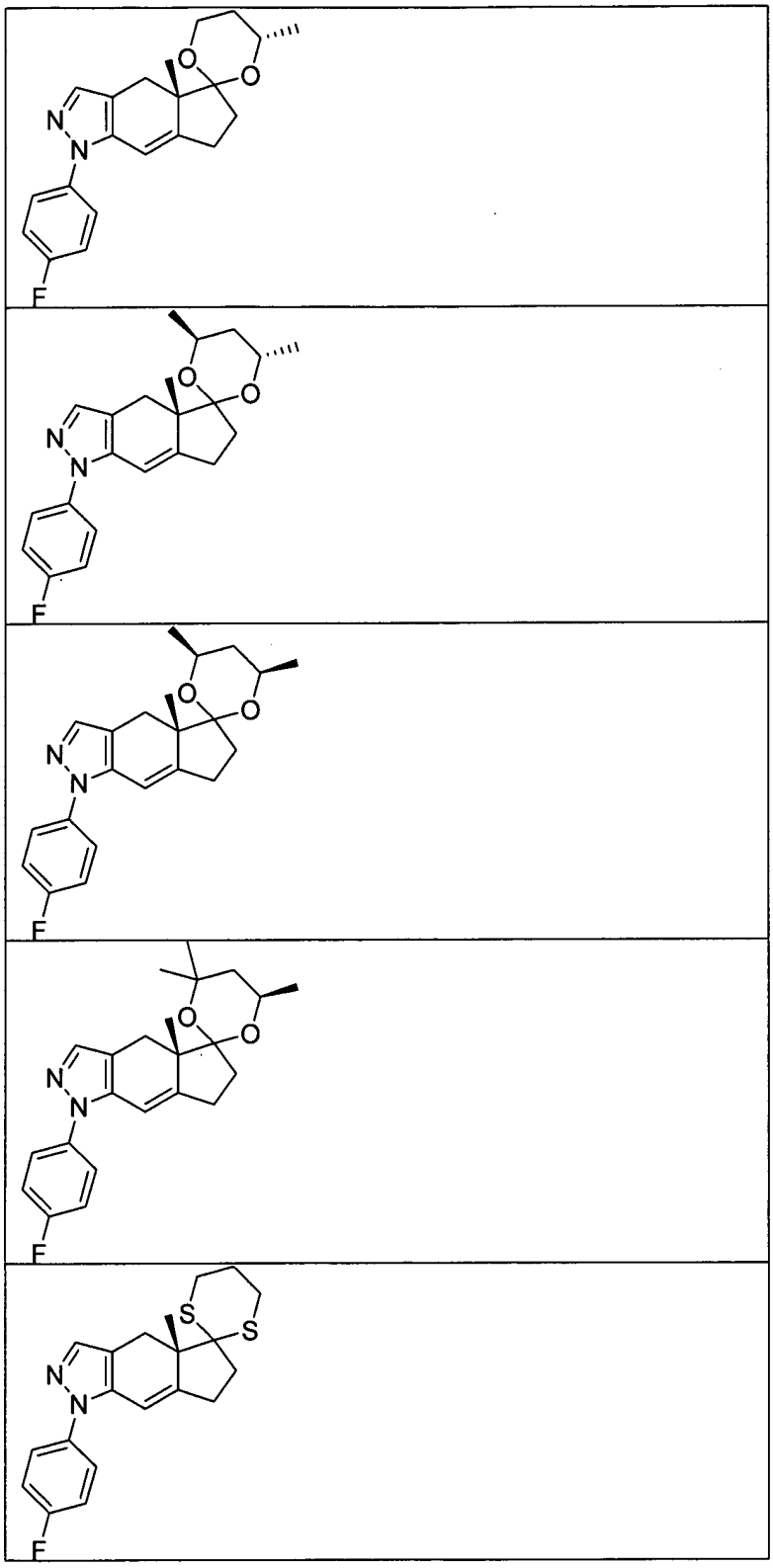

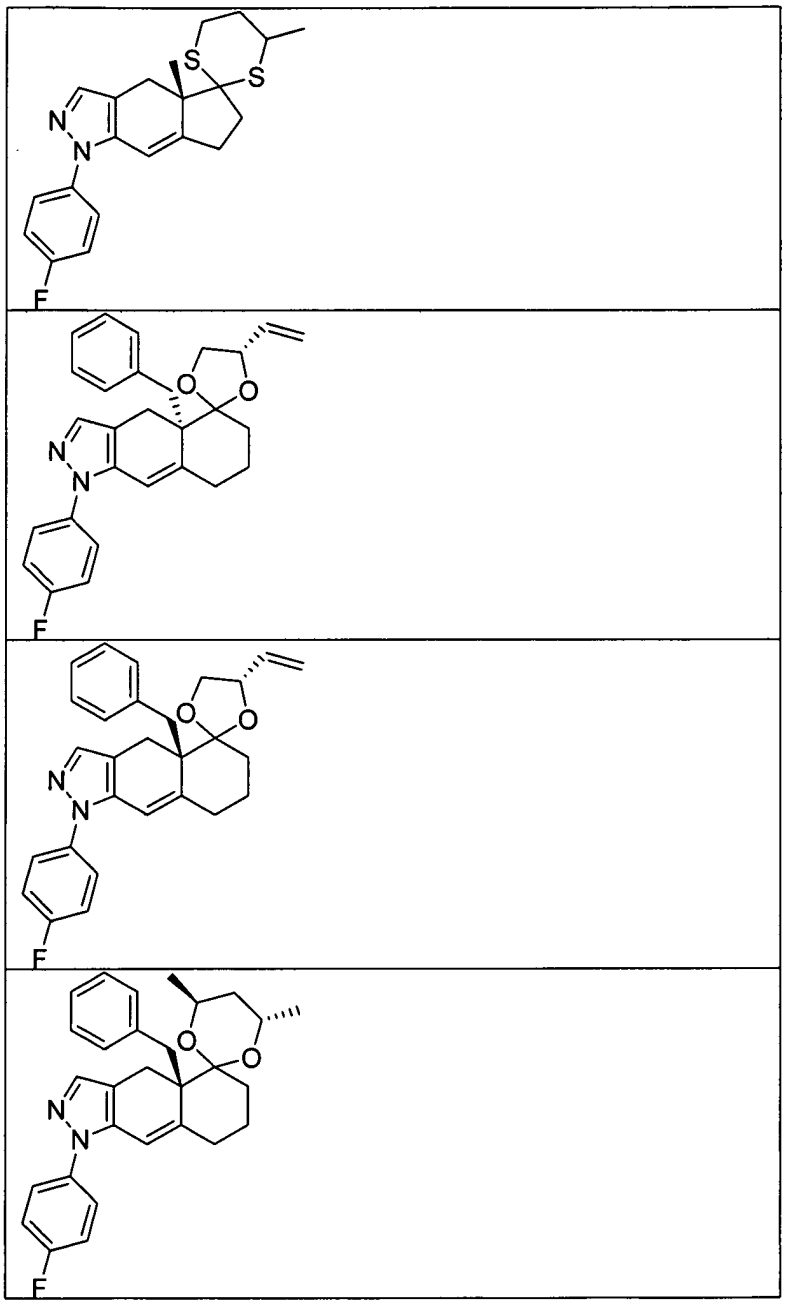

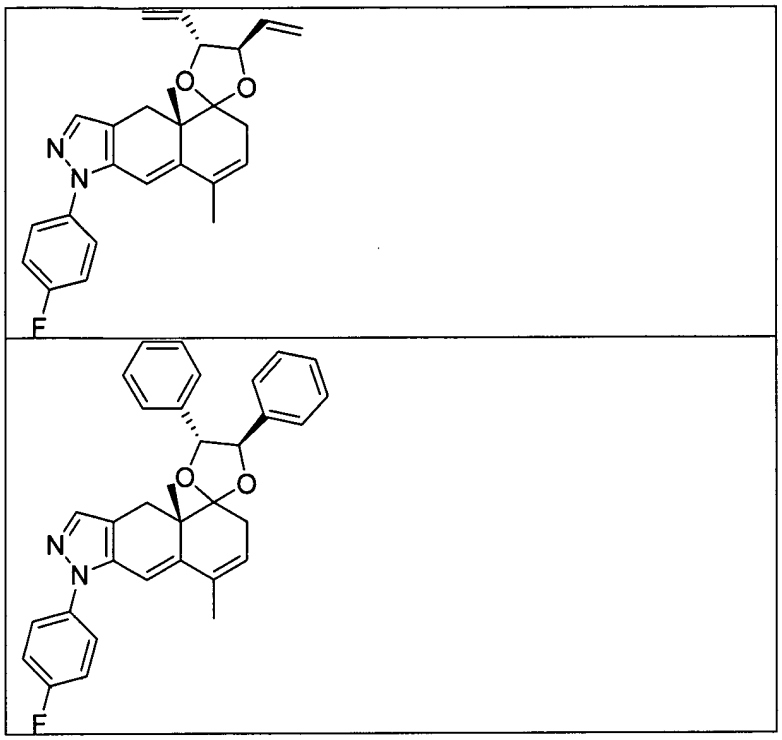

or a pharmaceutically acceptable salt of any of the foregoing compounds.

15 to 21. (canceled)

22. (previously amended) A pharmaceutical composition comprising a compound according to claim 11 in combination with a pharmaceutically acceptable carrier.

23 to 27. (canceled)

28 to 29. (cancelled)